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THE X-MEN™ ASK: WHAT IF™

PHOENIX™ HAD NOT DIED?

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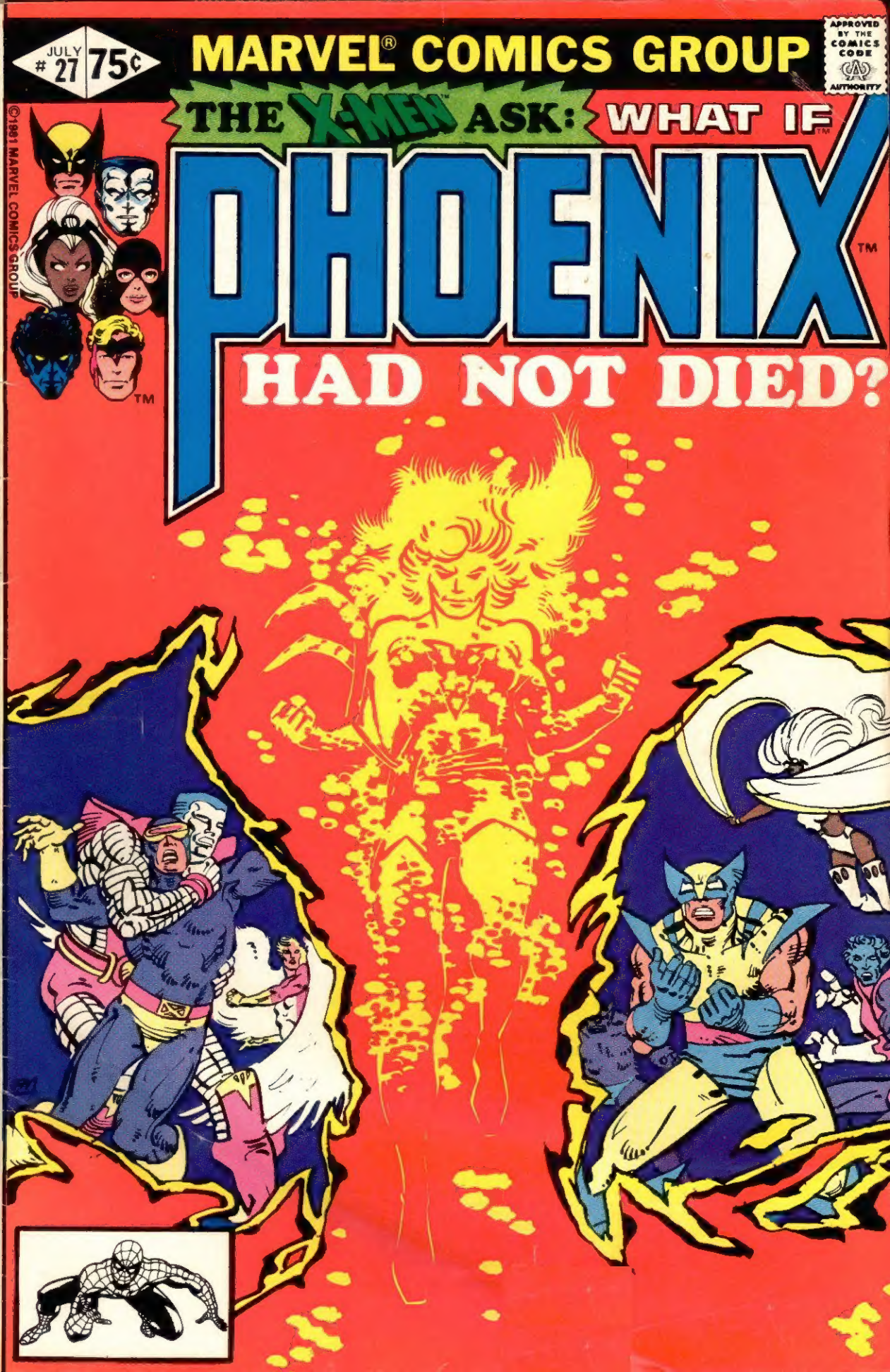

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"IN THE BEGINNING, THERE WAS NO PHOENIX, ONLY JEAN GREY--A YOUNG MUTANT BLESSED WITH ENORMOUS TELEKINETIC AND PSYCHIC POWERS...

"TAKING THE NAME OF MARVEL GIRL, SHE JOINED A TEAM OF MUTANT SUPER HEROES... THE UNCANNY X-MEN!

"THE BEAST, THE ANGEL, PROFESSOR XAVIER AND THE ICEMAN... JEAN LOVED THEM ALL IN HER FASHION, BUT HER HEART BELONGED TO SCOTT SUMMERS--CYCLOPS!

"AS THE YEARS PASSED, THE TEAM CHANGED! NEW MEMBERS JOINED, OTHERS LEFT!

"THEN, THERE CAME A TIME WHEN ALL OF THE X-MEN SEEMED DESTINED TO DIE.

"TRAPPED IN A SPACE SHUTTLE, THEY PLUNGED TOWARD EARTH...

"SOMEHOW, JEAN GREY MANAGED TO SAVE HER FELLOW X-MEN BY PILOTING THE SHIP THROUGH A SOLAR STORM. SHE, HOWEVER, WAS BATHED IN INTENSE RADIATION.

"SHE SHOULD HAVE DIED LONG BEFORE THE CRAFT CRASHED INTO JAMAICA BAY...

"...YET, IN SOME MIRACULOUS WAY, SHE DID SURVIVE! TRANSFORMED INTO A GODLIKE BEING, SHE BURST FROM THE WRECKAGE...

HEAR ME, X-MEN! I AM NO LONGER THE WOMAN YOU KNEW. I AM LIFE AND FIRE, AND POWER INCARNATE. NOW AND FOREVER, I AM PHOENIX!

"SOON AFTERWARD, THE POWER OF PHOENIX WAS TESTED BY FIRELORD, A BEING WHOSE COSMIC MIGHT WAS LEGEND THROUGHOUT THE GALAXY! YET, SHE DEFEATED HIM.

"REALIZING THE EXTENT OF HER NEW POWER, THE X-MEN BEGAN TO QUESTION WHERE IT MIGHT LEAD HER...

"IT LED TO ANOTHER STAR SYSTEM. IN A MAD QUEST FOR POWER, A GALACTIC EMPEROR HAD ENDANGERED ALL EXISTENCE BY RELEASING THE FORCE OF A NEUTRON GALAXY...

"HE HAD ATTACKED THE VERY HEART OF THE UNIVERSE AND PHOENIX USED HER POWER TO HEAL IT--

"--AND SAVE IT FROM DESTRUCTION!

"FRIGHTENED BY THE EXTENT OF HER POWER, PHOENIX SUBCONSCIOUSLY SET UP A SERIES OF PSYCHIC **CIRCUIT BREAKERS** TO CONTAIN IT...

"BUT THESE BARRIERS WERE EVENTUALLY DESTROYED BY **MASTERMIND**--THE MUTANT MASTER OF ILLUSION!

"SEEKING TO BRING JEAN GREY UNDER HIS CONTROL, **HE BEGAN** TAMPERING WITH HER MIND...

"FOR A TIME, HIS PLOY WORKED. HE EXPLOITED THE DARKER, HIDDEN SIDE OF HER NATURE TURNING HER AGAINST THE NEW **X-MEN**--

"--COLOSSUS, **STORM**, NIGHT-CRAWLER, AND HER BELOVED CYCLOPS!

JEAN--WHAT'S HAPPENING TO YOU?

SILENCE, SUMMERS!

"BY THE TIME JEAN ESCAPED FROM MASTERMIND'S POWER, THE DARKER SIDE OF PHOENIX HAD EMERGED AS WELL...

"EXULTANT, HOVERING ON THE BRINK OF GODHOOD, SHE FLEW TO THE STARS--

"SHE WAS THE BLACK ANGEL, THE CHAOS-BRINGER, AS BEAUTIFUL AND TERRIBLE AS SHE WAS MIGHTY...

"IN HER HUNGER FOR SUSTENANCE, SHE CONSUMED THE STAR D'BARI--

"WITH NO CONCERN FOR THE SOLAR SYSTEM SHE DESTROYED--

"--OR THE FIVE BILLION INNOCENT HUMANOIDS WHO PERISHED WITH IT.

"RETURNING TO EARTH, THE DARK PHOENIX FACED HER TEACHER, CHARLES XAVIER... AND APPALLED BY WHAT SHE HAD BECOME, JEAN HELPED HIM TO USE HIS OWN IMMENSE TELEPATHIC POWERS TO DEFEAT HERSELF.

"TOGETHER, THEY SET UP A NEW SERIES OF PSYCHIC CIRCUIT BREAKERS, HOPING TO CONTAIN THE PHOENIX-ENTITY WITHIN HER FOREVER...

"WITH HER POWER ONCE MORE REDUCED TO THE LEVEL OF MARVEL GIRL -- A LEVEL SHE HAD BEEN BORN TO WIELD, AND COULD SAFELY HANDLE -- ALL MIGHT HAVE BEEN WELL... HAD IT NOT BEEN FOR THE SUDDEN APPEARANCE OF PRINCESS LILANDRA NERAMANI, RULER OF THE GALACTIC EMPIRE OF THE SHI'AR...

PHOENIX IS A THREAT TO THE UNIVERSE ITSELF! SHE MUST DIE BEFORE SHE DESTROYS EVERYTHING!

LILANDRA TRANSPORTED US TO A NEUTRAL BATTLEGROUND! SHE EXPECTS US TO DEFEND JEAN!

SHE'S RIGHT! WOLVERINE AIN'T LETTING ANYBODY HURT OUR GIRL!

"DEFYING LILANDRA'S IMPERIAL GUARD, THE X-MEN LASHED OUT... BUT THEY WERE HOPELESSLY OUTNUMBERED...

WE HAVEN'T A CHANCE! STORM, COLOSSUS AND NIGHTCRAWLER HAVE ALREADY FALLEN!

KEEP FIGHTING, JEAN! WE HAVE TO WIN!

"THEN, AT THAT MOMENT, CYCLOPS WAS BRUTALLY CUT DOWN BY AN ENERGY BLAST!

"GRIEF AND SHOCK COMBINED WITHIN JEAN GREY, UNTIL--

"-- PHOENIX WAS REBORN!

"REALIZING THAT SHE'D NEVER BE ABLE TO CONTAIN THE DARK SIDE OF HER POWER AGAIN, AND KNOWING THAT IT WAS GROWING GEOMETRICALLY WITH EVERY USE...

"...JEAN GREY CHOSE TO USE AN ALIEN WEAPON... AND END HER OWN LIFE...

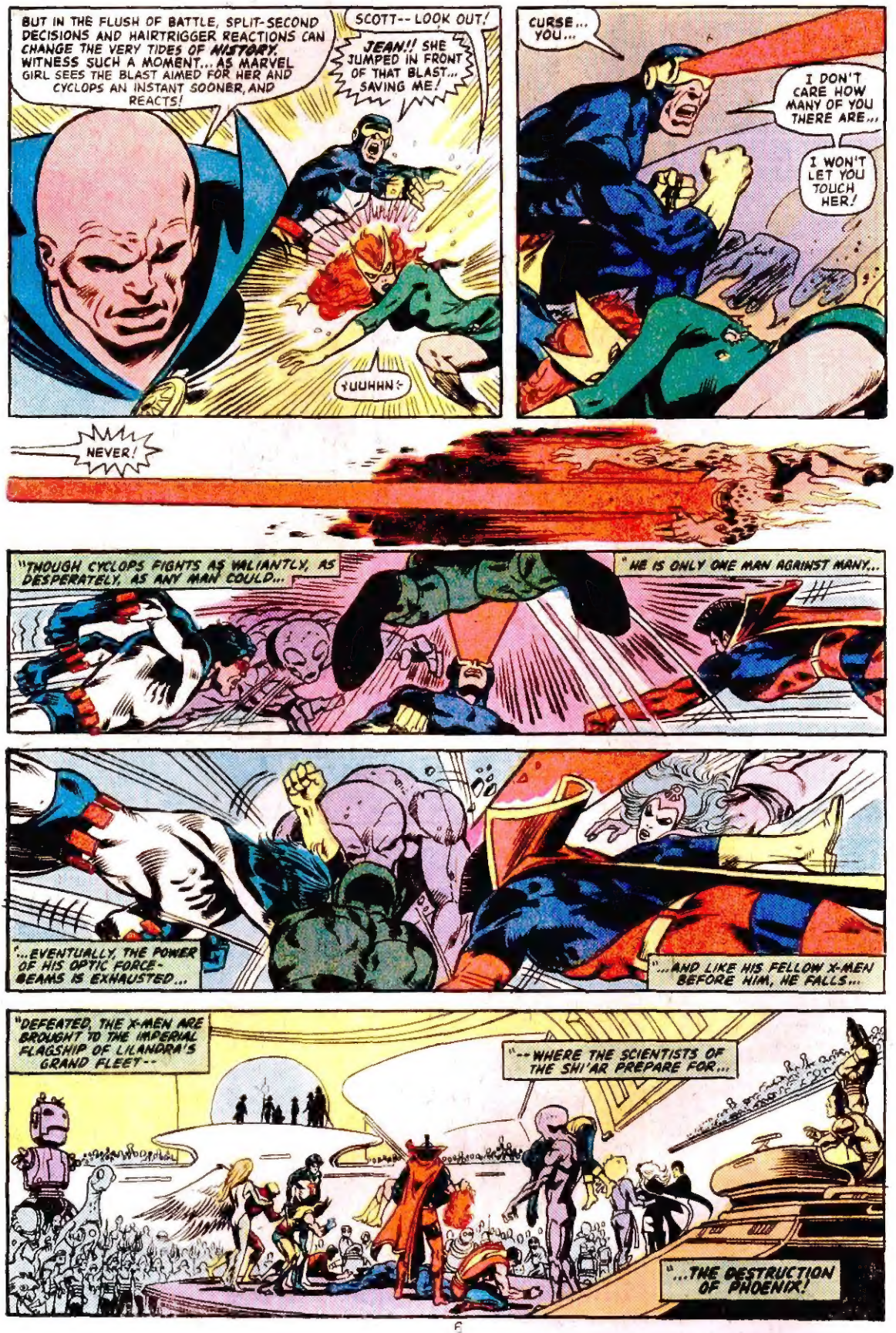
NO!

"AT LAST, THE UNIVERSE WAS SAFE FROM THE RAVAGES OF PHOENIX!

"HER GALLANT SACRIFICE WAS A TRAGEDY! AND A TRIUMPH OF LOVE...

"HER COMRADES AND FAMILY COULD ONLY MOURN...

JEAN GREY


BUT IN THE FLUSH OF BATTLE, SPLIT-SECOND DECISIONS AND HAIRTRIGGER REACTIONS CAN CHANGE THE VERY TIDES OF HISTORY. WITNESS SUCH A MOMENT... AS MARVEL GIRL SEES THE BLAST AIMED FOR HER AND CYCLOPS AN INSTANT SOONER, AND REACTS!
SCOTT-- LOOK OUT!
JEAN!! SHE JUMPED IN FRONT OF THAT BLAST... SAVING ME!
YUUHHN!
CURSE... YOU...
I DON'T CARE HOW MANY OF YOU THERE ARE...
I WON'T LET YOU TOUCH HER!
NEVER!
"THOUGH CYCLOPS FIGHTS AS VALIANTLY, AS DESPERATELY, AS ANY MAN COULD...
"HE IS ONLY ONE MAN AGAINST MANY...
"...EVENTUALLY, THE POWER OF HIS OPTIC FORCE-BEAMS IS EXHAUSTED...
"...AND LIKE HIS FELLOW X-MEN BEFORE HIM, HE FALLS...
"DEFEATED, THE X-MEN ARE BROUGHT TO THE IMPERIAL FLAGSHIP OF LILANDRA'S GRAND FLEET--
"--WHERE THE SCIENTISTS OF THE SHI'AR PREPARE FOR...
"...THE DESTRUCTION OF PHOENIX!

IT IS DOUBTFUL OUR SCIENCE COULD EFECT AN ENTITY AS MIGHTY AS THE PHOENIX, SO WE MUST TRY TO RESTRAIN IT THROUGH ITS *HUMAN* HOST.

OUR PSYCHIC LOBOTOMIZER WILL ACT UPON JEAN GREY'S BRAIN, DESTROYING CERTAIN PARTS OF IT. SHE WILL RETAIN MOST OF HER MEMORIES AND INTELLIGENCE...

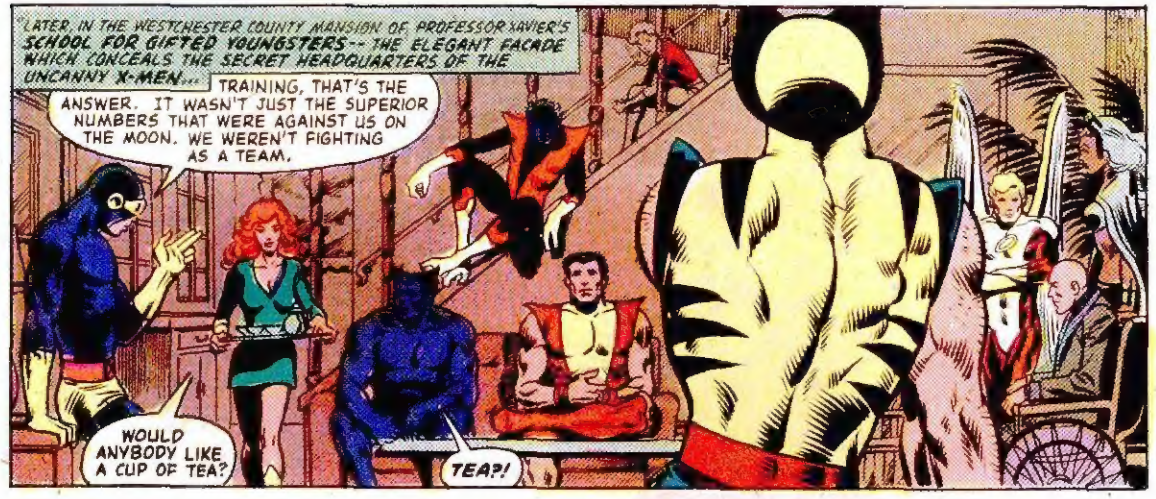
...BUT IF OUR CALCULATIONS ARE CORRECT HER PHOENIX POWER WILL BE A THREAT NO MORE.

BUT... SHE WAS BORN WITH TELEPATHIC ABILITIES... IF YOU DESTROY THAT PART OF HER BRAIN, IT WILL BE LIKE CRIPPLING HER... BLINDING HER...

PROFESSOR XAVIER, CAN'T WE STOP THIS?

NO, ANGEL. I'M SORRY.

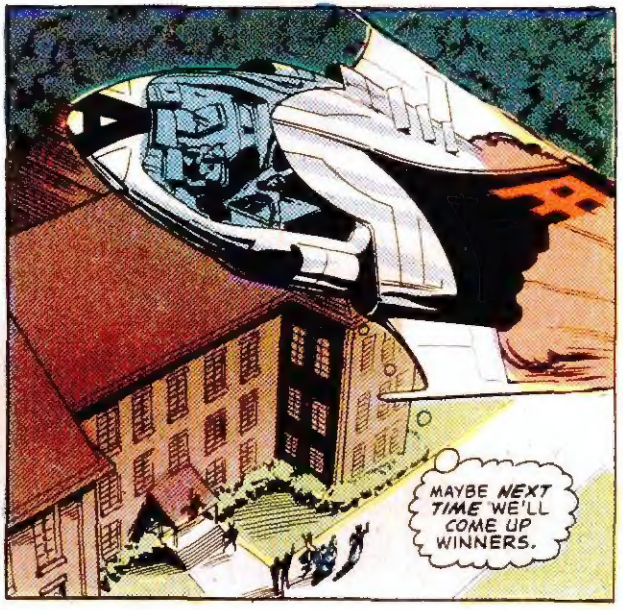
FORGIVE US, X-MEN. WE DO NOT DO THIS FOR VENGEANCE. THE UNIVERSE MUST BE PROTECTED.

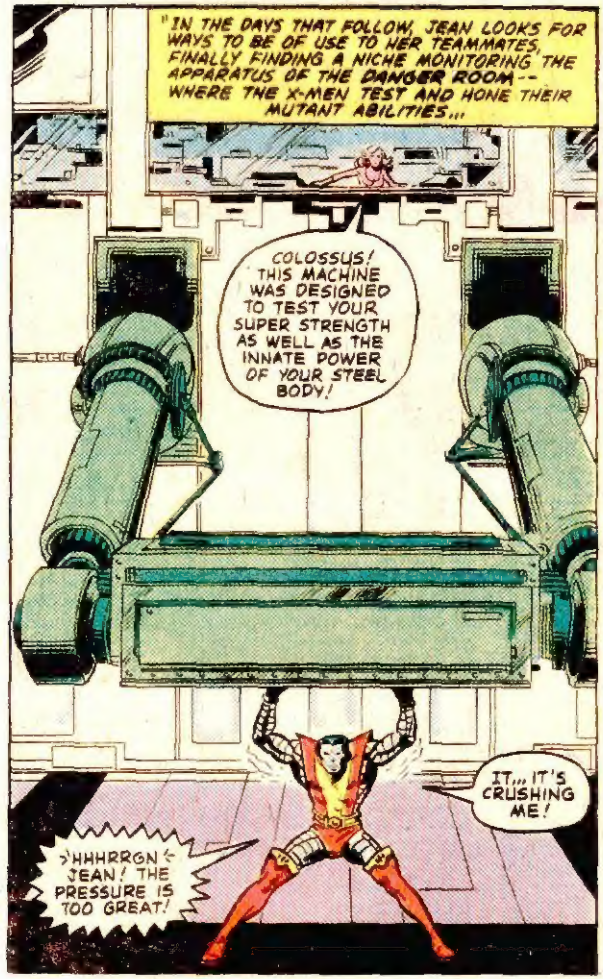

LATER, IN THE WESTCHESTER COUNTY MANSION OF PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS-- THE ELEGANT FACADE WHICH CONCEALS THE SECRET HEADQUARTERS OF THE UNCANNY X-MEN...
TRAINING, THAT'S THE ANSWER. IT WASN'T JUST THE SUPERIOR NUMBERS THAT WERE AGAINST US ON THE MOON. WE WEREN'T FIGHTING AS A TEAM.
WOULD ANYBODY LIKE A CUP OF TEA?
TEA?!

I'M SORRY, DID I FORGET SOMETHING? I'LL BAKE COOKIES IF YOU LIKE.
ER... NO... IT'S JUST THAT I NEVER EXPECTED TO SEE YOU SERVING ANYTHING... OR ANYBODY. IT DOESN'T SEEM LIKE YOU SOMEHOW.
WELL, I HAVE TO DO SOMETHING TO MAKE MYSELF USEFUL, NOW THAT I'M NO LONGER AN X-MAN.

YOU'LL ALWAYS BE AN X-MAN, JEAN. WITH OR WITHOUT YOUR POWERS.
THE BEAST IS RIGHT. THIS ISN'T LIKE JEAN... SHE'S SO DOCILE... SO CHILDLIKE. ONLY A SHELL OF THE WOMAN I KNEW...
BUT I LOVE HER JUST THE SAME... I ALWAYS WILL.
YOU ARE HAPPY, AREN'T YOU?
OF COURSE I AM. CAN WE GO FOR A WALK LATER, SCOTT?

*SOON...
WELL, IT'S TIME FOR US AUXILIARY X-MEN TO BE ON OUR WAY... THE BEAST AND THE ANGEL HAVE THEIR OWN LIVES TO LEAD.
'BYE HANK.
WARREN...
DON'T HESITATE TO CALL IF YOU NEED US AGAIN, PROFESSOR...


MAYBE NEXT TIME WE'LL COME UP WINNERS.


"IN THE DAYS THAT FOLLOW, JEAN LOOKS FOR WAYS TO BE OF USE TO HER TEAMMATES, FINALLY FINDING A NICHE MONITORING THE APPARATUS OF THE DANGER ROOM -- WHERE THE X-MEN TEST AND HONE THEIR MUTANT ABILITIES...
COLOSSUS! THIS MACHINE WAS DESIGNED TO TEST YOUR SUPER STRENGTH AS WELL AS THE INNATE POWER OF YOUR STEEL BODY!
IT... IT'S CRUSHING ME!
>HHHRRGN< JEAN! THE PRESSURE IS TOO GREAT!

"SUDDENLY...
PETER, MEIN FREUND, ARE YOU WELL? CAN I DO ANYTHING TO HELP YOU?
BAMF
KURT-- NIGHTCRAWLER-- TELEPORT AWAY, QUICKLY! IF I CANNOT HOLD THIS WEIGHT...
...YOU'LL BE KILLED!

"REACTING MORE TO THE DANGER TO HIS FRIEND, THAN TO HIMSELF, THE RUSSIAN-BORN COLOSSUS STRAINS AGAINST THE HYDRAULIC PRESS, UNTIL ...
SKRRRUNK
BAMF

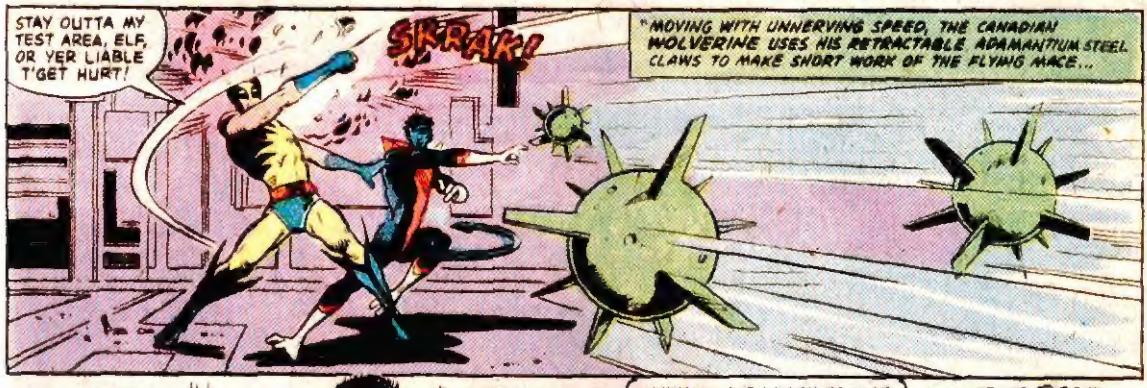
WELL DONE, PETER! I KNEW I WAS IN NO REAL DANGER... NOT WHEN IT WAS ONLY A QUESTION OF YOU BEATING ONE POOR, DEFENSELESS, LITTLE MACHINE!
THAT WAS VERY FOOLISH, KURT. YOU SHOULD NOT TAKE SUCH RISKS!

NIGHTCRAWLER, SINCE YOU'RE SO ANXIOUS TO TAKE SUCH RISKS
VAS--?
--WE'LL BEGIN YOUR SESSION NOW.

FORCE BEAMS! IT'LL TAKE ALL OF MY AGILITY AND ACROBATIC SKILLS...
BAMF
...AS WELL AS MY TALENT FOR TELEPORTATION...
...TO KEEP AHEAD OF THEM!

I'M DOING WELL, EVEN IF I MUST SAY SO MYSELF!
NIGHT-CRAWLER, BE CARE-FUL!

THIS SESSION ISN'T OVER YET!
WHA--?

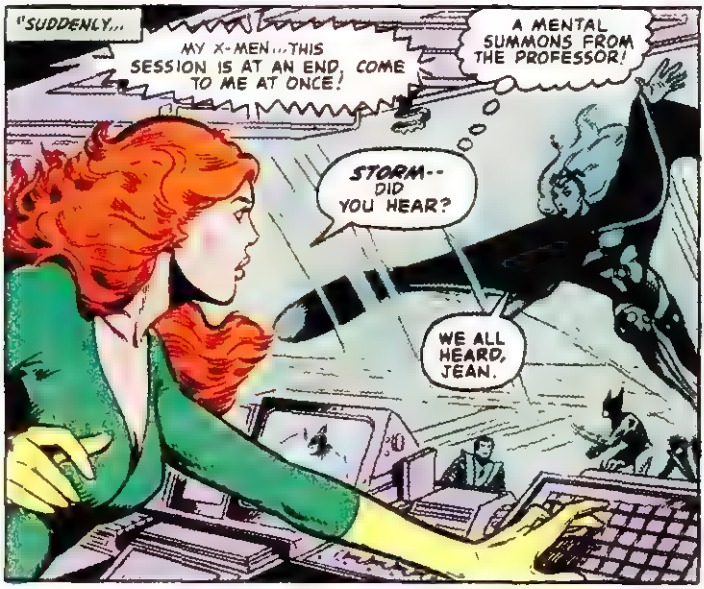

STAY OUTTA MY TEST AREA, ELF, OR YER LIABLE T'GET HURT!
SKRAK!
"MOVING WITH UNNERVING SPEED, THE CANADIAN WOLVERINE USES HIS RETRACTABLE ADAMANTIUM STEEL CLAWS TO MAKE SHORT WORK OF THE FLYING MACE...

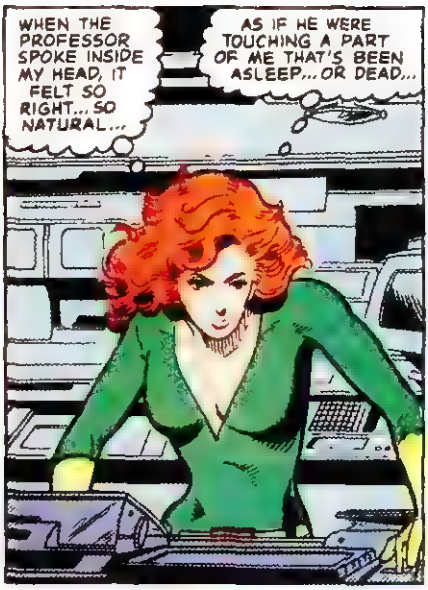
SIGH
WHEN WILL I LEARN TO STOP SHOWING OFF IN THE DANGER ROOM?
IT DOESN'T PAY!

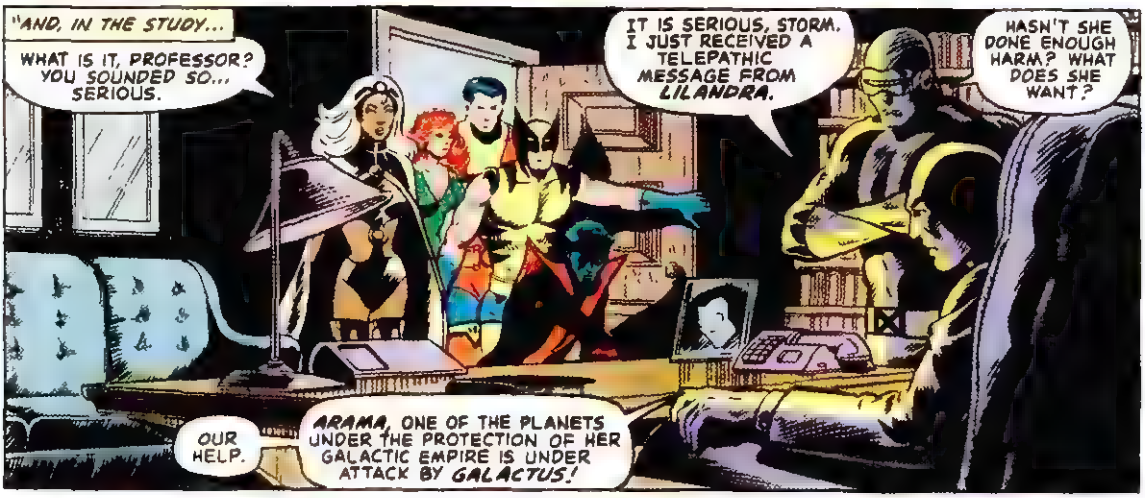
"SHOWING OFF IS THE FURTHEST THING FROM THE MIND OF KITTY PRYDE, CODE-NAMED SPRITE. SHE IS THE NEWEST X-MAN, ENLISTED TO REPLACE MARVEL GIRL, AND SHE WANTS NOTHING MORE THAN TO SURVIVE HER TRAINING...
YOU'RE DOING FINE, KITTY. YOUR BODY'S MOLECULES APPEAR CAPABLE OF PASSING THROUGH ANY MATERIAL, NO MATTER WHAT ITS DENSITY!

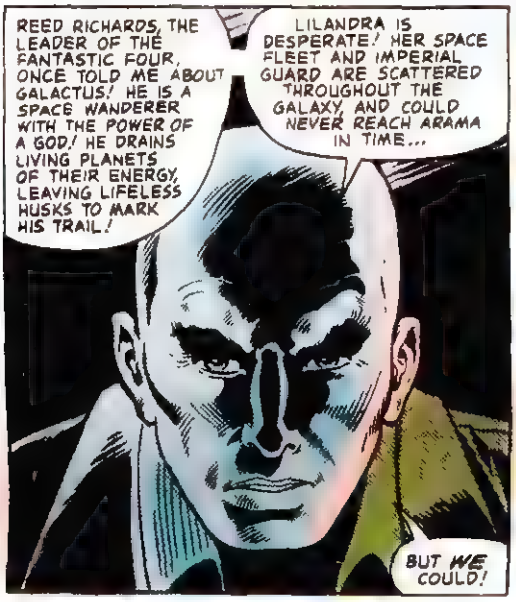
GEE, THIS IS SO WEIRD... A FEW WEEKS AGO I DIDN'T EVEN KNOW I COULD PHASE MY BODY THROUGH SOLID OBJECTS LIKE THIS... AND NOW LOOK AT ME!

POOR KITTY. SHE WANTS SO MUCH TO DO WELL, TO BECOME A PART OF THE TEAM. SHE ONLY SEES THE GOOD THE X-MEN CAN DO...
AS DARK PHOENIX, I-- I DESTROYED AN ENTIRE SOLAR SYSTEM... AND KILLED FIVE BILLION INNOCENT PEOPLE!
SHE DOESN'T YET SEE THE DANGERS, OR THE HARM WE CAN DO...
NOTHING CAN EVER UNDO THAT-- NOTHING!


"SUDDENLY...
MY X-MEN...THIS SESSION IS AT AN END, COME TO ME AT ONCE!
A MENTAL SUMMONS FROM THE PROFESSOR!
STORM-- DID YOU HEAR?
WE ALL HEARD, JEAN.


WHEN THE PROFESSOR SPOKE INSIDE MY HEAD, IT FELT SO RIGHT... SO NATURAL...
AS IF HE WERE TOUCHING A PART OF ME THAT'S BEEN ASLEEP... OR DEAD...


"AND, IN THE STUDY...
WHAT IS IT, PROFESSOR? YOU SOUNDED SO... SERIOUS.
IT IS SERIOUS, STORM. I JUST RECEIVED A TELEPATHIC MESSAGE FROM LILANDRA.
HASN'T SHE DONE ENOUGH HARM? WHAT DOES SHE WANT?
OUR HELP.
ARAMA, ONE OF THE PLANETS UNDER THE PROTECTION OF HER GALACTIC EMPIRE IS UNDER ATTACK BY GALACTUS!


REED RICHARDS, THE LEADER OF THE FANTASTIC FOUR, ONCE TOLD ME ABOUT GALACTUS! HE IS A SPACE WANDERER WITH THE POWER OF A GOD! HE DRAINS LIVING PLANETS OF THEIR ENERGY, LEAVING LIFELESS HUSKS TO MARK HIS TRAIL!
LILANDRA IS DESPERATE! HER SPACE FLEET AND IMPERIAL GUARD ARE SCATTERED THROUGHOUT THE GALAXY, AND COULD NEVER REACH ARAMA IN TIME...
BUT WE COULD!

AFTER WHAT LILANDRA DID TO JEAN? YOU MUST BE JOKING!
SCOTT, SHE DID WHAT SHE FELT WAS NECESSARY TO SAVE LIVES, AND THE X-MEN ARE IN THE BUSINESS OF SAVING LIVES.
SHE SOUNDS FULL OF SPIRIT LIKE THE OLD JEANNIE!

IF GALACTUS HAS SET HIS SIGHTS AND HIS APPETITE ON ARAMA, ITS PEOPLE ARE AS GOOD AS DEAD. WE'VE GOT TO GET THERE AS FAST AS WE CAN.

"IN HER MIND'S EYE, JEAN SEES AN IMAGE OF THE DEMIGOD REACHING OUT FOR THE DEFENSELESS PLANET, AND SHE SHUDDERS. THE IMAGE IS VERY VIVID, AND STRANGELY REAL TO HER.

"CALLING ON THE FEW REINFORCEMENTS AVAILABLE TO THEM: THE ANGEL, POLARIS -- THE MUTANT MISTRESS OF MAGNETISM, AND SCOTT SUMMERS' BROTHER ALEX, THE COSMICALLY POWERED HAVOK...

...THE X-MEN SET OUT IN A FASTER-THAN-LIGHT STARCRAFT SENT TO THEM BY LILANDRA!

SCOTT! HAS GALACTUS ACTUALLY REACHED ARAMA YET?

MAYBE. I DON'T KNOW. ACCORDING TO THE PROFESSOR, HE HAS A POWERFUL HERALD WHO SEEKS OUT SUITABLE WORLDS FOR HIM... A NASTY CHARACTER NAMED TERRAX.

WHEN TERRAX LANDED ON ARAMA, THE PEOPLE REALIZED THE DANGER THEY WERE FACING, AND IMMEDIATELY SENT OUT A DISTRESS CALL.

"AND AS THE STARCRAFT REACHES ARAMA...

WE'LL TELEPORT DOWN TO THE PLANET'S SURFACE. KITTY, YOU AND JEAN WATCH THE SHIP AND KEEP THE COMMUNICATIONS CHANNEL OPEN.

YOU CAN COUNT ON US!

GOODBYE AND GOOD LUCK...

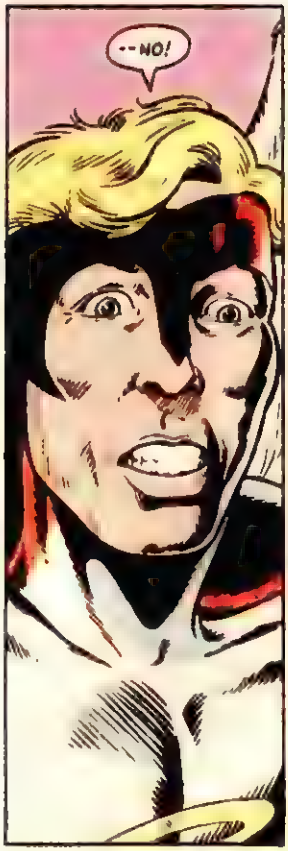
...MY LOVE.

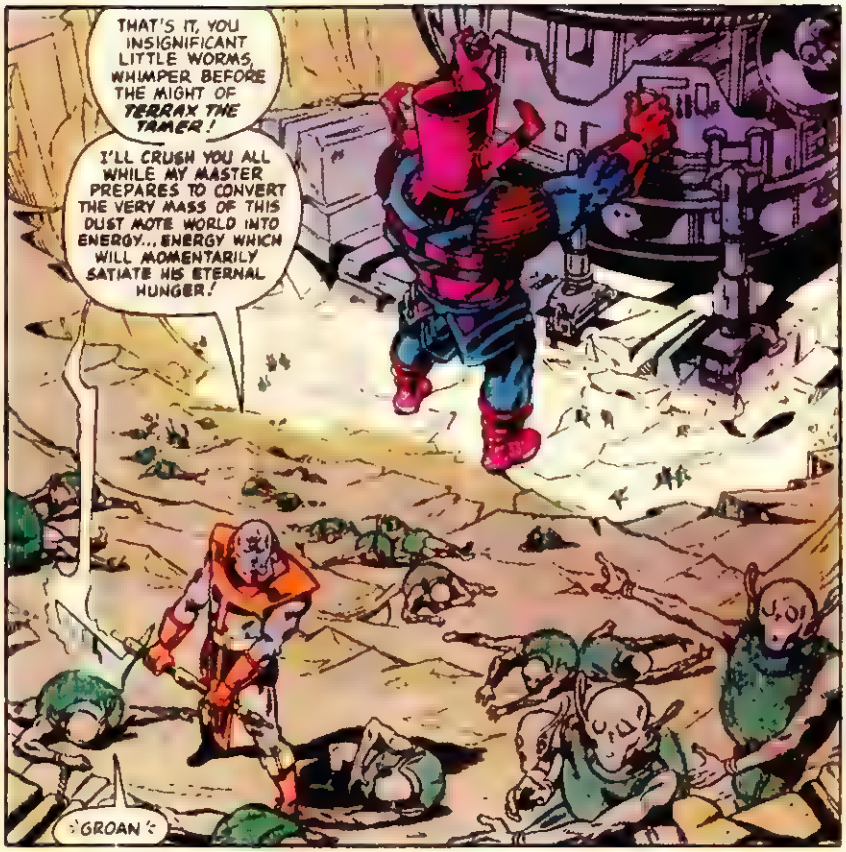
"SOON...

I'LL FLY ON AHEAD AND SEE WHAT'S UP.

BE CAREFUL, WARREN!

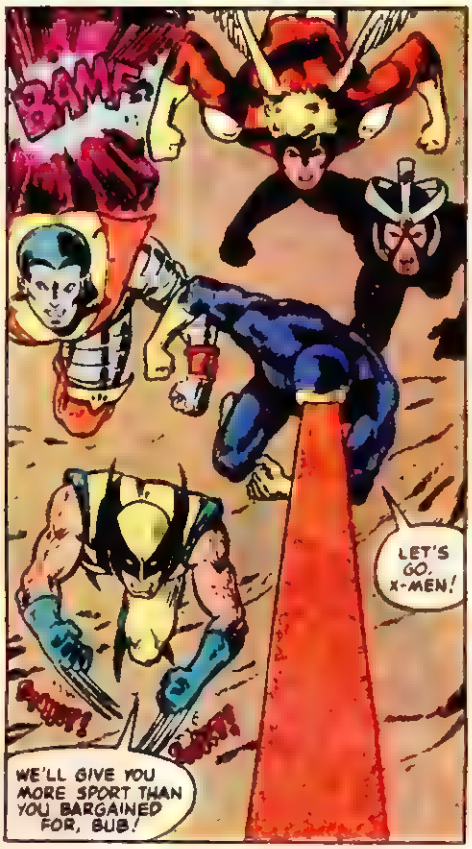
IF I RUN INTO ANYTHING UGLY, I'LL BE SURE TO LET YOU--

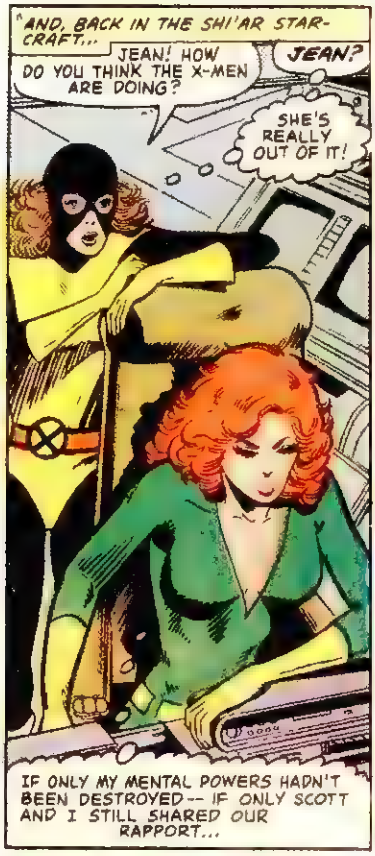

--NO!


THAT'S IT, YOU INSIGNIFICANT LITTLE WORMS, WHIMPER BEFORE THE MIGHT OF TERRAX THE TAMER!
I'LL CRUSH YOU ALL WHILE MY MASTER PREPARES TO CONVERT THE VERY MASS OF THIS DUST MOTE WORLD INTO ENERGY... ENERGY WHICH WILL MOMENTARILY SATIATE HIS ETERNAL HUNGER!
:GROAN:

SCOTT! THIS IS MORE HORRIBLE THAN I EVER IMAGINED! GALACTUS PLANS TO CONSUME THIS ENTIRE WORLD!
WE'LL STOP HIM-- OR DIE TRYING!
TERRAX, STAND AWAY FROM THOSE PEOPLE!

SO! SOMEONE IN THIS PITIFUL ASSEMBLY HAS SPIRIT!
COME THEN! PERHAPS YOU CAN GIVE ME SOME SPORT BEFORE YOU DIE!


BAM!
LET'S GO, X-MEN!
WE'LL GIVE YOU MORE SPORT THAN YOU BARGAINED FOR, BUB!


"AND, BACK IN THE SHI'AR STAR-CRAFT...
JEAN! HOW DO YOU THINK THE X-MEN ARE DOING?
JEAN?
SHE'S REALLY OUT OF IT!
IF ONLY MY MENTAL POWERS HADN'T BEEN DESTROYED-- IF ONLY SCOTT AND I STILL SHARED OUR RAPPORT...

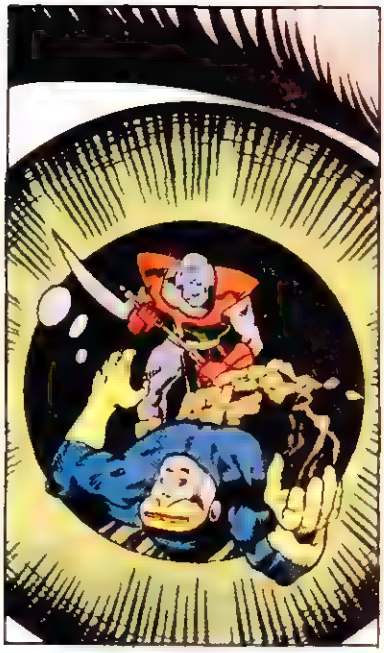
"I'D KNOW WHAT WAS HAPPENING...
TERRAX SCATTERED US LIKE WE WERE NOTHING-- NOTHING!
NOT ONE OF US EVEN GOT CLOSE TO GALACTUS!

GIVE UP, OFF-WORLDERS! I AM TERRAX THE TYRANT-- TERRAX THE TAMER! I WIELD THE POWER COSMIC, AND THE VERY SUBSTANCE OF THIS WORLD ANSWERS MY COMMANDS!
DON'T YOU KNOW WHEN YOU ARE BEATEN?
THE X-MEN ARE NEVER BEATEN. NOT WHILE THERE'S ONE OF US LEFT ALIVE!

"CYCLOPS UNLEASHES THE FULL POWER OF HIS OPTIC BEAMS.

"BUT, IT IS A USE-LESS GESTURE AGAINST ONE WHO IS MASTER OF THE EARTH AND GROUND...
UUHHN!

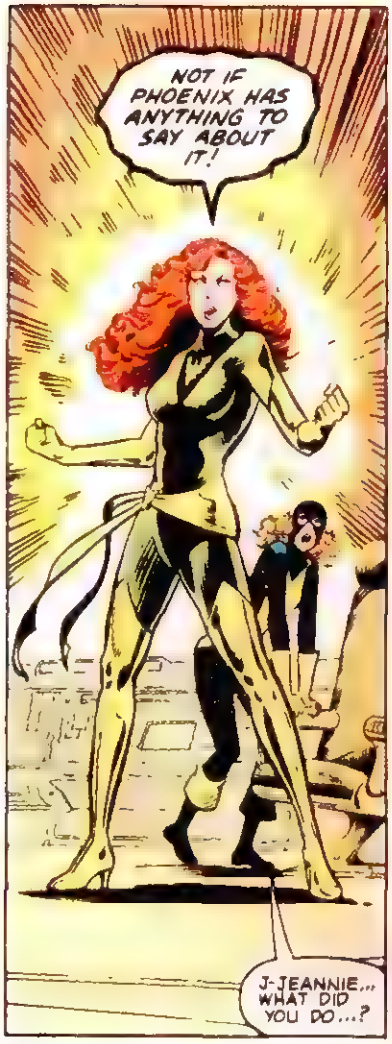
SO IT WILL TAKE YOUR DEATH, WILL IT?
VERY WELL, BOY. ONE STROKE OF MY AXE SHALL END YOUR MISERABLE EXISTENCE...



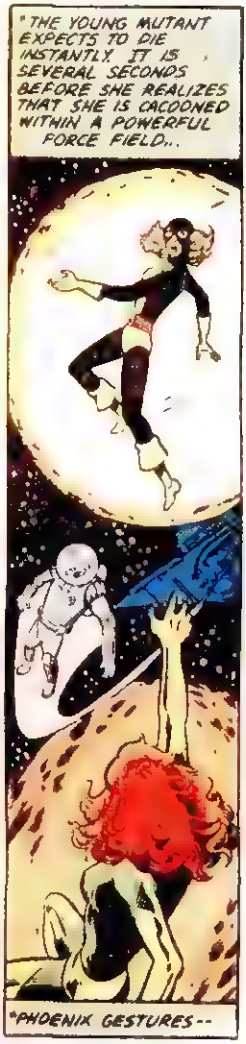
SCOTT!!

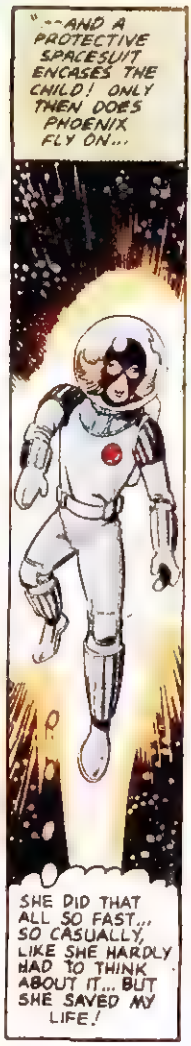
NO, SCOTT NO, MY LOVE

HE WON'T HAVE YOU.


NOT IF PHOENIX HAS ANYTHING TO SAY ABOUT IT!
J-JEANNIE... WHAT DID YOU DO...?

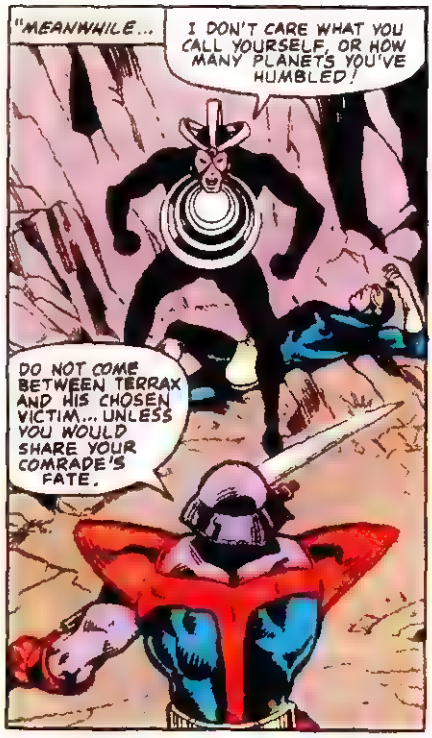
"LIKE A STAR GONE NOVA, PHOENIX BLASTS HER WAY OUT OF THE STARCRAFT...
"EXPOSING THE SHIP'S INTERIOR-- AND SPRITE-- TO THE VACUUM OF SPACE.


"THE YOUNG MUTANT EXPECTS TO DIE INSTANTLY. IT IS SEVERAL SECONDS BEFORE SHE REALIZES THAT SHE IS CACOONED WITHIN A POWERFUL FORCE FIELD...
"PHOENIX GESTURES--

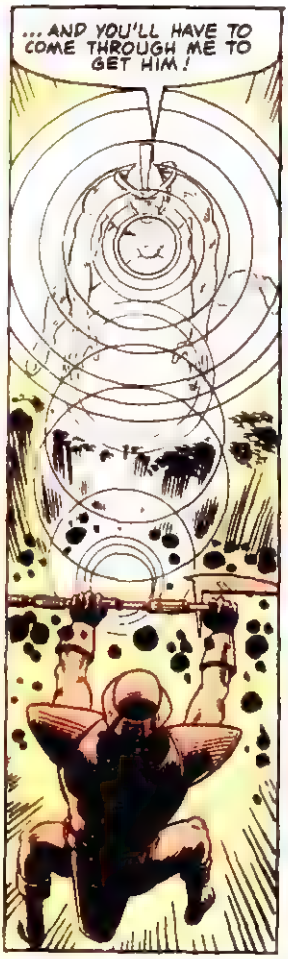

"--AND A PROTECTIVE SPACESUIT ENCASES THE CHILD! ONLY THEN DOES PHOENIX FLY ON...
SHE DID THAT ALL SO FAST... SO CASUALLY, LIKE SHE HARDLY HAD TO THINK ABOUT IT... BUT SHE SAVED MY LIFE!

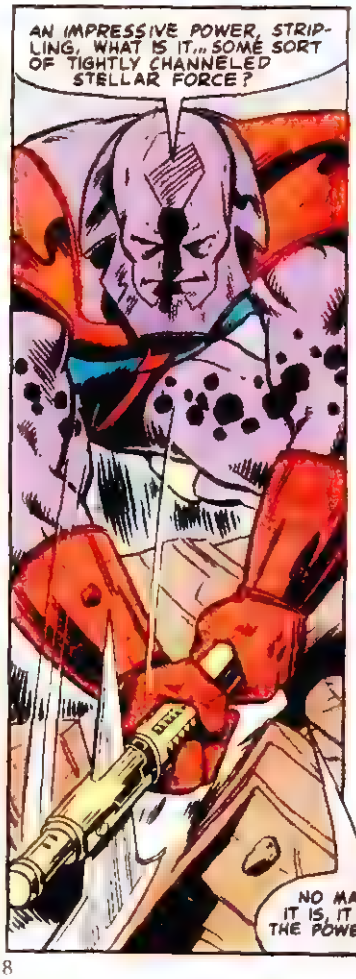
"PERHAPS IT WAS THE TOUCH OF CYCLOPS'S MIND REACHING OUT TO HER IN HIS MOMENT OF DESPAIR...
"PERHAPS THE PHOENIX POWER HAD NEVER TRULY BEEN DESTROYED... BUT HAD MERELY LAIN DORMANT--WAITING--

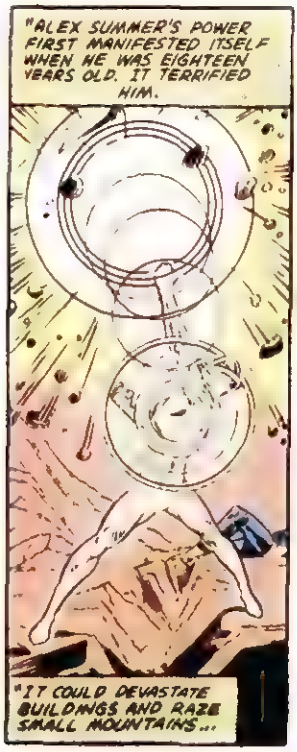
"--UNTIL IT COULD REPAIR THE DAMAGE TO THE MIND THAT HOUSED IT! BUT WHATEVER THE CAUSE, PHOENIX LIVES ANEW...
"AND X-MEN AND ARAMANS ALIKE CAN ONLY LOOK TO THE HEAVENS... AND WONDER IF SHE COMES AS THEIR SAVIOR... OR DESTROYER...


"MEANWHILE...
I DON'T CARE WHAT YOU CALL YOURSELF, OR HOW MANY PLANETS YOU'VE HUMBLED!
DO NOT COME BETWEEN TERRAX AND HIS CHOSEN VICTIM... UNLESS YOU WOULD SHARE YOUR COMRADE'S FATE.

HE'S MY BROTHER, TERRAX...

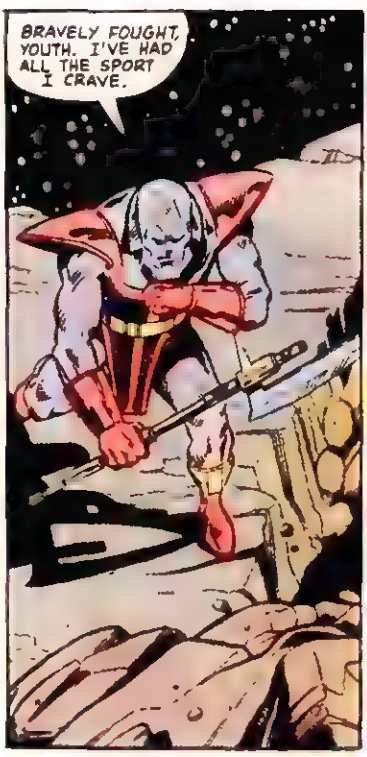

... AND YOU'LL HAVE TO COME THROUGH ME TO GET HIM!

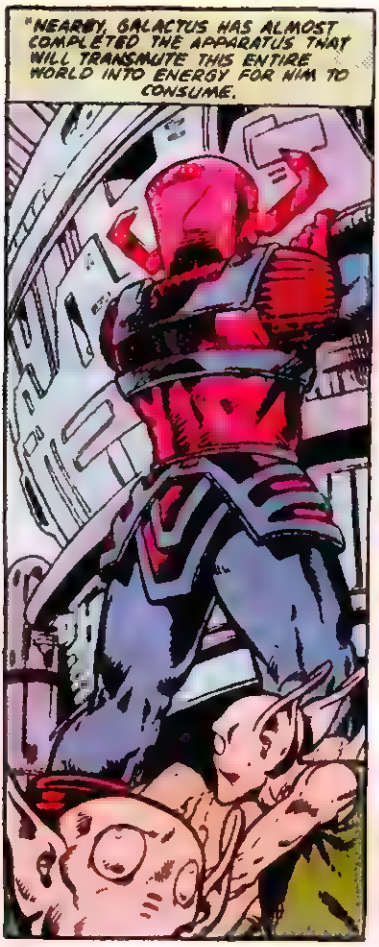

AN IMPRESSIVE POWER, STRIPLING, WHAT IS IT... SOME SORT OF TIGHTLY CHANNELED STELLAR FORCE?
NO MATTER. WHATEVER IT IS, IT IS NOTHING AGAINST THE POWER OF... TERRAX!


"ALEX SUMMER'S POWER FIRST MANIFESTED ITSELF WHEN HE WAS EIGHTEEN YEARS OLD. IT TERRIFIED HIM.
"IT COULD DEVASTATE BUILDINGS AND RAZE SMALL MOUNTAINS...

"IT WAS YEARS BEFORE HE ACQUIRED ENOUGH CONTROL TO USE IT SAFELY.
"NOW HE UNLEASHES ITS FULL FURY.

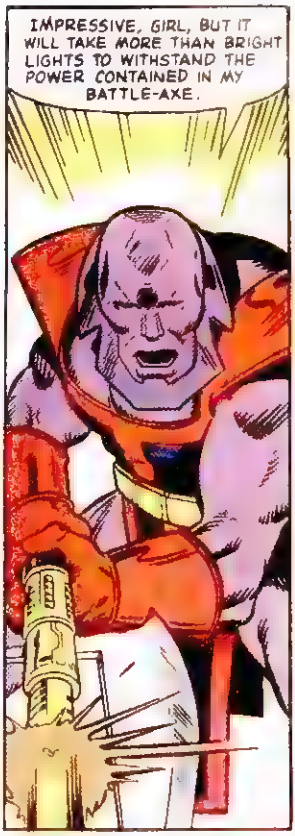
"AND IT IS NOT ENOUGH.
HE... HE'S COMMANDING THE VERY GROUND TO ATTACK ME! ¿UNNN!¿


BRAVELY FOUGHT, YOUTH. I'VE HAD ALL THE SPORT I CRAVE.

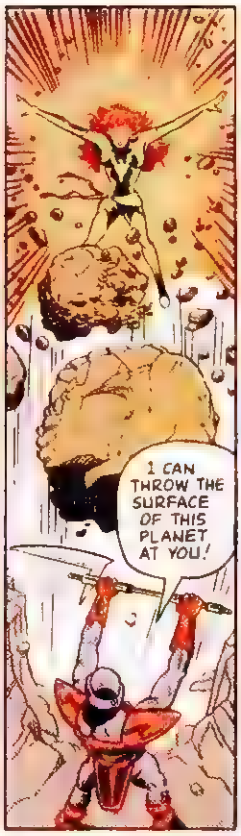

"NEARBY, GALACTUS HAS ALMOST COMPLETED THE APPARATUS THAT WILL TRANSMUTE THIS ENTIRE WORLD INTO ENERGY FOR HIM TO CONSUME.

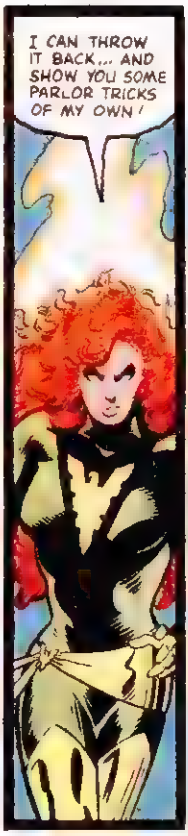
"HE IS NOT INTERESTED IN TERRAX OR HIS ACTIVITIES. AS LONG AS THE HERALD DOES HIS DUTY, GALACTUS HAS NO INTEREST IN THE DEATH STRUGGLES OF LESSER BEINGS.

TERRAX! STAND AWAY-- IF YOU VALUE YOUR LIFE!


IMPRESSIVE, GIRL, BUT IT WILL TAKE MORE THAN BRIGHT LIGHTS TO WITHSTAND THE POWER CONTAINED IN MY BATTLE-AXE.

OH, REALLY?

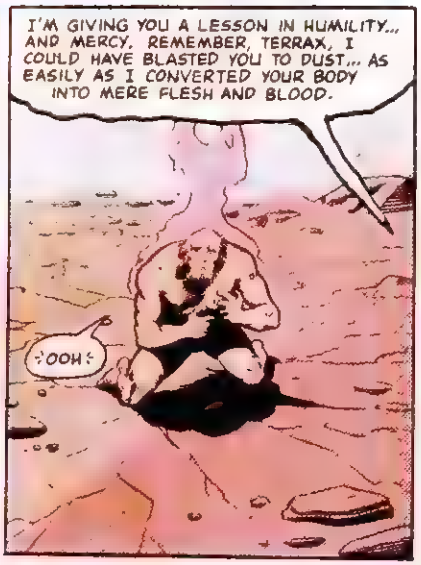

I CAN THROW THE SURFACE OF THIS PLANET AT YOU!


I CAN THROW IT BACK... AND SHOW YOU SOME PARLOR TRICKS OF MY OWN!

MY INVINCIBLE WAR AXE... IT'S MELTING!

IF I MUST DO THIS BAREHANDED, I SHALL! I AM TERRAX!
YOU HAVE TERRORIZED A PLANET FULL OF INNOCENT BEINGS...
YOU HURT MY FRIENDS...
AND YOU TRIED TO KILL THE MAN I LOVE!

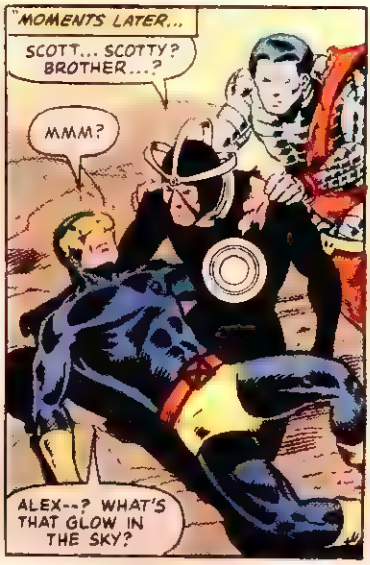
NOW YOU'RE GOING TO PAY!
NO, PLEASE... WHAT ARE YOU DOING TO ME? EEY!!!!!!


I'M GIVING YOU A LESSON IN HUMILITY... AND MERCY. REMEMBER, TERRAX, I COULD HAVE BLASTED YOU TO DUST... AS EASILY AS I CONVERTED YOUR BODY INTO MERE FLESH AND BLOOD.
:OOH:

PHOENIX! TERRAX WAS THE CHOSEN HERALD OF GALACTUS!
WHEN YOU HUMBLED HIM, YOU DEFIED MY WILL!

NOW YOU SHALL KNOW MY WRATH!
I HOPE I'M UP TO THIS. THE PHOENIX-POWER GROWS GEOMETRICALLY AS I USE IT, BUT IT DOES HAVE LIMITS, AND IF THERE'S ANYONE WHO EXCEED'S THEM, IT'S GALACTUS.

"WHILE BELOW, ON THE SURFACE OF ARAMA...
BE CALM, ALEX. I WILL SHIFT THIS WEIGHT OFF YOU.
ARE YOU HURT?
KOFF-KOFF! NO BONES BROKEN. HELP ME FIND SCOTTY!

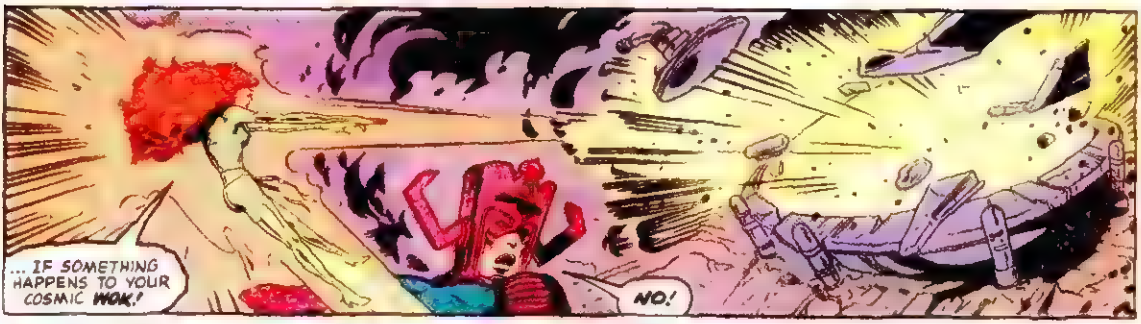

MOMENTS LATER...
SCOTT... SCOTTY? BROTHER...?
MMM?
ALEX--? WHAT'S THAT GLOW IN THE SKY?

JEAN.

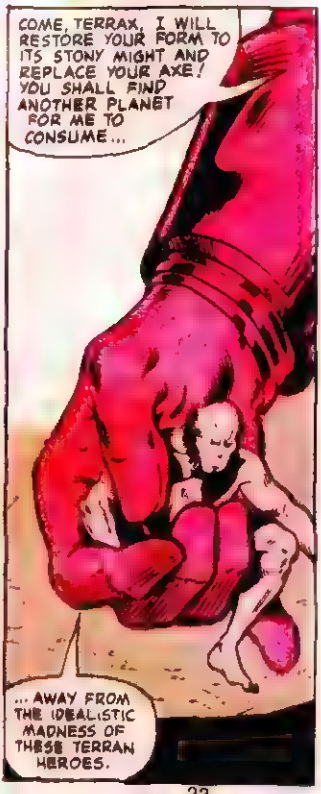
ALL RIGHT, GALACTUS, NOW WE'RE FIGHTING IN MY ELEMENT, AND ON MY TERRITORY!
I HAVE JOINED YOU IN THE HEAVENS BECAUSE IT PLEASES ME TO DO SO.
YOU HAVE BEEN A NOBLE ENEMY, PHOENIX. I SHALL MOURN YOUR PASSING.
THAT'S A KIND THOUGHT, GALACTUS, AND I THANK YOU...
...BUT YOU'D BETTER LOOK TO YOUR OWN SURVIVAL!
ARRGH!
WAIT! YOU ARE MIGHTIER THAN TERRAX... MIGHTIER THAN ANY BEING I HAVE EVER ENCOUNTERED. YOUR POWER FAIRLY RIVALS MY OWN!
I OFFER YOU AN ALLIANCE! THINK OF THE PATHS YOU COULD TREAD, THE WONDERS YOU COULD BEHOLD--
--AS MY NEW HERALD...
NO! I'VE ALREADY HUMBLED TWO OF YOUR HERALDS--TERRAX TODAY, AND FIRELORD MONTHS AGO, ON EARTH. I MIGHT CALL YOU MY EQUAL, BUT NEVER MY MASTER.
I'VE SWORN TO PROTECT LIFE! YET, YOU DESTROY FOR YOUR OWN SELFISH NEEDS.

CONSIDER WELL, PHOENIX. IF YOU ARE TRULY MY EQUAL, THEN REMEMBER THAT THE CONCERNS OF PETTY BEINGS ARE NOT FOR SUCH AS US.
WHEN WE HUNGER, WE MUST BE APPEASED!

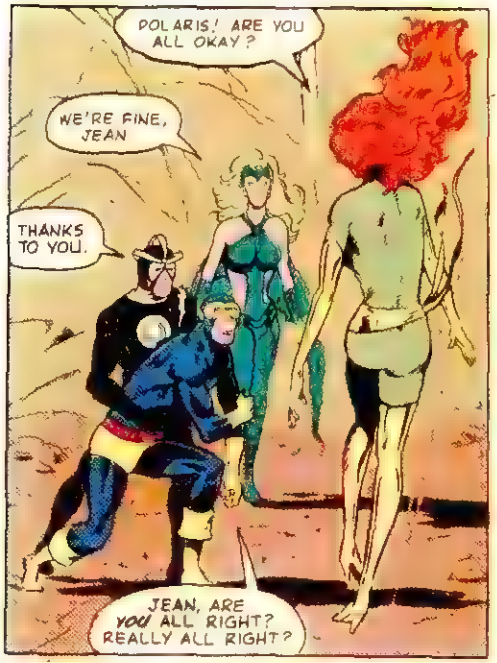
MAYBE YOU'RE RIGHT... BUT IT WILL BE VERY HARD FOR YOU TO CONSUME THE CORE OF THIS WORLD...


... IF SOMETHING HAPPENS TO YOUR COSMIC WOK!
NO!

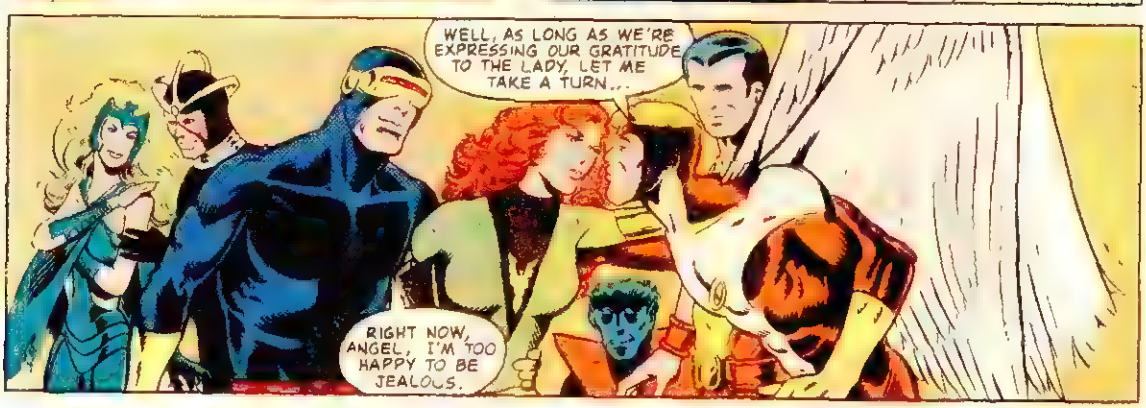
VERY WELL, PHOENIX. I COULD EASILY REBUILD MY PLANETARY CONVERSION DEVICE... AND EVENTUALLY DESTROY YOU... BUT I SHALL NOT.
SUCH LABOR WOULD BE MORE THAN THIS WORLD IS WORTH TO ME.


COME, TERRAX, I WILL RESTORE YOUR FORM TO ITS STONY MIGHT AND REPLACE YOUR AXE! YOU SHALL FIND ANOTHER PLANET FOR ME TO CONSUME...
... AWAY FROM THE IDEALISTIC MADNESS OF THESE TERRAN HEROES.

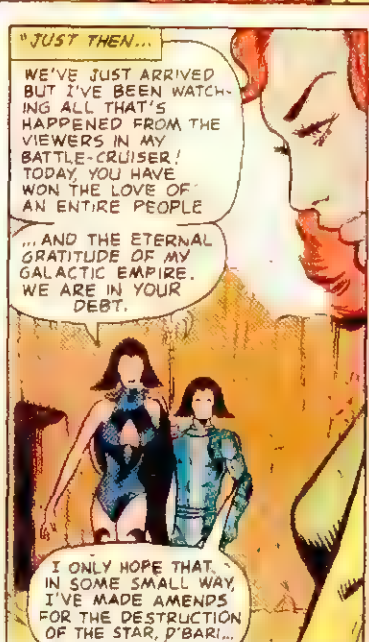
PHOENIX! REMEMBER THE WORDS OF GALACTUS
YOU HAVE THE POWERS OF A GOD! THE DAY WILL COME WHEN YOU WILL AGAIN HAVE THE HUNGERS OF ONE!


POLARIS! ARE YOU ALL OKAY?
WE'RE FINE, JEAN
THANKS TO YOU.
JEAN, ARE YOU ALL RIGHT? REALLY ALL RIGHT?

I'VE NEVER BEEN BETTER, SCOTT. I WAS IN TOP FORM WHEN I FACED GALACTUS, AND I DIDN'T FEEL A TWINGE OF DARK PHOENIX! I'M STILL... ME!
OH, JEAN...


WELL, AS LONG AS WE'RE EXPRESSING OUR GRATITUDE TO THE LADY, LET ME TAKE A TURN...
RIGHT NOW, ANGEL, I'M TOO HAPPY TO BE JEALOUS.

"MUCH LATER...
THERE ARE NO WORDS TO EXPRESS OUR GRATEFULNESS! AS LONG AS THERE ARE PEOPLE ON OUR WORLD..
...WE SHALL REVERE AND HONOR THE NAME OF PHOENIX!


"JUST THEN...
WE'VE JUST ARRIVED BUT I'VE BEEN WATCHING ALL THAT'S HAPPENED FROM THE VIEWERS IN MY BATTLE-CRUISER! TODAY, YOU HAVE WON THE LOVE OF AN ENTIRE PEOPLE
...AND THE ETERNAL GRATITUDE OF MY GALACTIC EMPIRE. WE ARE IN YOUR DEBT.
I ONLY HOPE THAT, IN SOME SMALL WAY, I'VE MADE AMENDS FOR THE DESTRUCTION OF THE STAR, D'BARI...

MAYBE SOMEDAY I CAN LEARN TO LIVE WITH WHAT I DID.
...AND TO FORGET WHAT GALACTUS SAID.

"THE MONTHS WHICH FOLLOW THE X-MEN'S RETURN TO EARTH PASS QUICKLY. WITH PHOENIX IN THEIR MIDST, THEY ARE NEARLY INVINCIBLE.
"IT IS A SIMPLE MATTER FOR THEM TO DEFEAT THE NEWLY-FORMED BROTHERHOOD OF EVIL MUTANTS...
"...AND TO PREVENT THE ASSASSINATION OF SPECIAL AGENT PETER GYRICH AND SENATOR KELLY, TWO MEMBERS OF THE U.S. GOVERNMENT WITH STRONG ANTI-MUTANT SENTIMENTS...
"FOR CYCLOPS, THE DAYS PASS BLISSFULLY. THE WOMAN HE LOVES IS WHOLE AGAIN, AND AT HIS SIDE...
*SEE X-MEN #141 + 142 FOR THE FACTS AS THEY OCCURRED IN OUR REALITY--TACTFUL TOM!

"BUT FOR YOUNG KITTY PRYDE, IT IS A LONELY TIME. SHE IS NEW TO THE TEAM, AND HAS NO FRIENDS IN THE MANSION, NO COMPANIONS HER OWN AGE.

"JEAN AND ORORO ARE KIND TO HER, CERTAINLY, BUT THESE WOMEN ARE AS CLOSE AS TWO SISTERS, AND THERE IS NO ROOM FOR A THIRD...

"EVENTUALLY, KITTY DEVELOPS A CRUSH ON GOOD-HEARTED PETER RASPUTIN...

"...BUT HIS OWN MODESTY PREVENTS HIM FROM PERCEIVING THE DEPTHS OF HER FEELINGS.

"THE FEROCIOUS WOLVERINE AND THE INHUMAN-LOOKING NIGHTCRAWLER ARE FAR TOO INTIMIDATING TO BE COMPANIONS TO THE CHILD

Y'KNOW, KURT, IT'S KINDA SAD. I LOVED THE WILDNESS OF PHOENIX... I UNDERSTOOD HER THAT WAY, AND WHEN IT GOT BURNED OUTTA HER, I MOURNED.

BUT NOW, THAT PART'S COME BACK, AN' I'VE LOST HER TO CYKE FOR GOOD.

"BUT, PROFESSOR X NEVER NEGLECTS KITTY, OR HER TRAINING! AND SO, SPRITE IS THE ONE X-MAN WHO IS AWARE THAT HE SUFFERS FROM STRANGE HEADACHES AND MEMORY LAPSES.

PRO-FESSOR--?

UUHHM... EXCUSE ME, CHILD. DID YOU SAY SOMETHING?

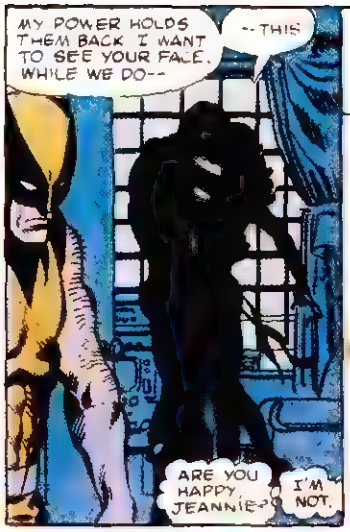
"AND, ALONE IN HER ROOM...

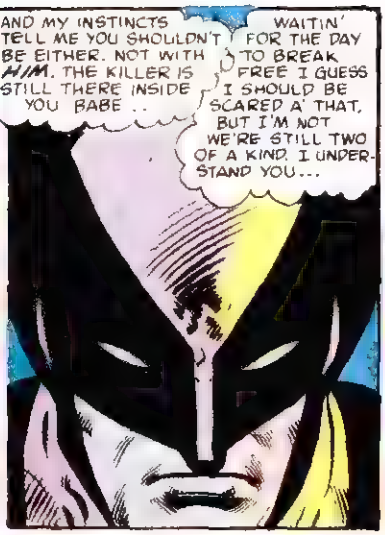
GENTLY... CAREFULLY... THAT'S IT...

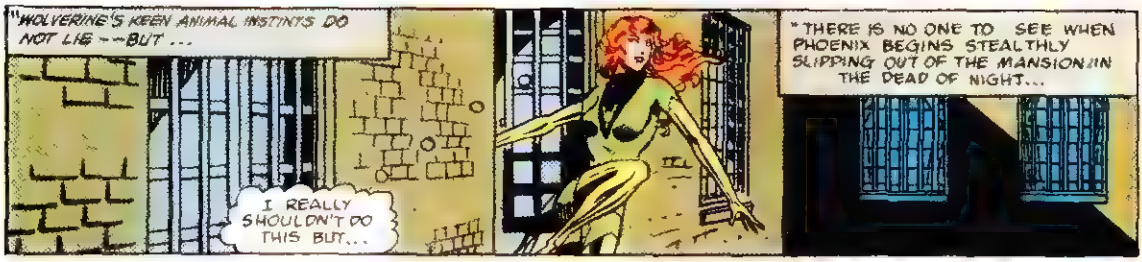
I MUST USE MY PHOENIX POWER ON THE SMALLEST POSSIBLE SCALE, AND LEARN TO CONTROL EVEN ITS MOST SUBTLE MANIFESTATIONS...

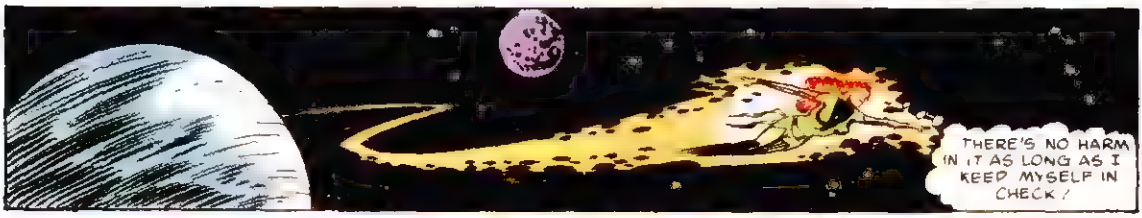
IF I CAN CONTROL IT COMPLETELY ON EVERY LEVEL, I CAN ALSO KEEP MY DARKER, HIDDEN SIDE UNDER WRAPS! DARK PHOENIX IS TRULY DEAD!

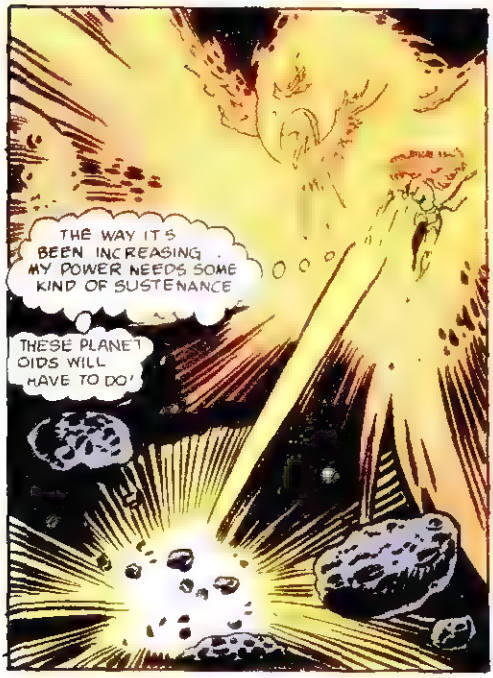
FOR THE FIRST TIME IN HIS LIFE, CYCLOPS IS HAPPY--HAPPIER THAN HE DREAMED HE COULD EVER BE...
--MY EYES, JEAN YOU SHOULDN'T REMOVE MY SPECIAL RUBY QUARTZ GLASSES. THE DANGER--
THERE IS NO RISK, MY LOVE YOUR EYEBEAMS COULDN'T HURT ME.. EVEN IF I PERMITTED THEM TO STRIKE ME '


MY POWER HOLDS THEM BACK I WANT TO SEE YOUR FACE, WHILE WE DO--
--THIS
ARE YOU HAPPY, JEANNIE?
I'M NOT.


AND MY INSTINCTS TELL ME YOU SHOULDN'T BE EITHER. NOT WITH HIM. THE KILLER IS STILL THERE INSIDE YOU BABE ..
WAITIN' FOR THE DAY TO BREAK FREE I GUESS I SHOULD BE SCARED A' THAT, BUT I'M NOT WE'RE STILL TWO OF A KIND. I UNDERSTAND YOU...

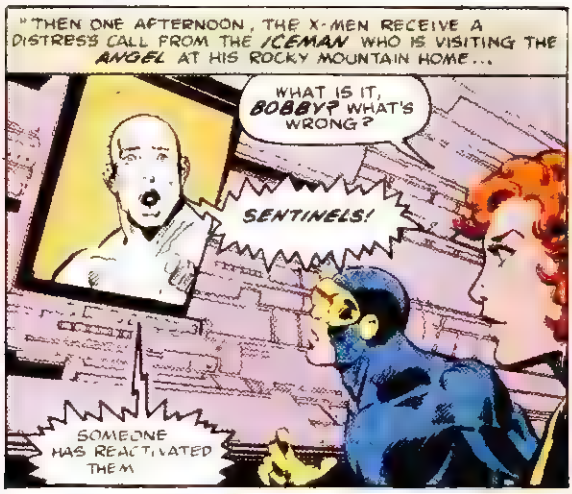

"WOLVERINE'S KEEN ANIMAL INSTINTS DO NOT LIE --BUT ...
I REALLY SHOULDN'T DO THIS BUT...
"THERE IS NO ONE TO SEE WHEN PHOENIX BEGINS STEALTHLY SLIPPING OUT OF THE MANSION IN THE DEAD OF NIGHT...


THERE'S NO HARM IN IT AS LONG AS I KEEP MYSELF IN CHECK!


THE WAY IT'S BEEN INCREASING . MY POWER NEEDS SOME KIND OF SUSTENANCE
THESE PLANETOIDS WILL HAVE TO DO!

TO MISS A FEW SMALL, UNPOPULATED ASTEROIDS. I'M NOT DOING ANYTHING WRONG ..
...I'M NOT!

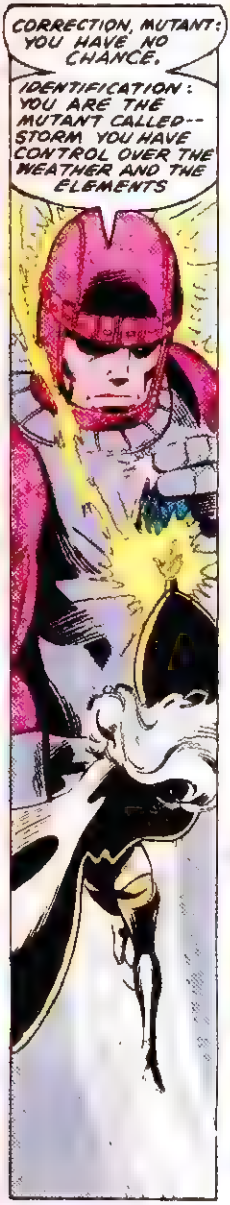
GOLLY, WHY'S JEAN SNEAKING INTO THE HOUSE SO LATE... AND WHY'S SHE WEARING HER COSTUME?


"THEN ONE AFTERNOON, THE X-MEN RECEIVE A DISTRESS CALL FROM THE ICEMAN WHO IS VISITING THE ANGEL AT HIS ROCKY MOUNTAIN HOME...
WHAT IS IT, BOBBY? WHAT'S WRONG?
SENTINELS!
SOMEONE HAS REACTIVATED THEM

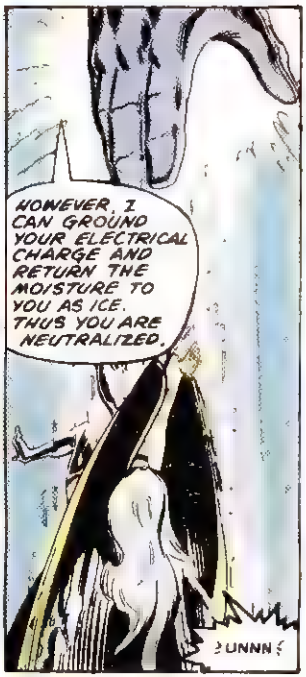
THEY'VE ALREADY GOT WARREN...AND THEY'RE COMING AFTER ME!
"SENTINELS--GIANT ROBOTS CREATED TO STUDY AND CONTAIN THE WORLD'S EVER INCREASING POPULATION OF HUMANOID MUTANTS

"THEY ARE RUTHLESS BRUTAL.. AND VIRTUALLY INDESTRUCTABLE.
HELP! BZZTT

"SOON, IN THE ROCKY MOUNTAINS...
YOU VERDAMT MACHINES HAVE SOME FRIENDS OF OURS, AND WE WANT THEM BACK.
BE CAREFUL, KURT
HIT THEM HARD AND HIT THEM TOGETHER! TEAMWORK IS OUR ONLY CHANCE AGAINST THEM!


CORRECTION, MUTANT: YOU HAVE NO CHANCE.
IDENTIFICATION: YOU ARE THE MUTANT CALLED--STORM YOU HAVE CONTROL OVER THE WEATHER AND THE ELEMENTS

YOU ATTACK ME WITH LIGHTNING AND A THUNDERSTORM.


HOWEVER, I CAN GROUND YOUR ELECTRICAL CHARGE AND RETURN THE MOISTURE TO YOU AS ICE. THUS YOU ARE NEUTRALIZED.
UNNN

IDENTIFICATION: YOU ARE WOLVERINE YOUR SKELETAL STRUCTURE AND CLAWS ARE COMPOSED OF ADAMANTIUM STEEL.
RIGHT, SUCKER, AN I'M GONNA TAKE THESE CLAWS AN'--!
THIS CONTAINER IS ADAMANTIUM. YOUR CLAWS CANNOT PENETRATE IT. THUS, YOU ARE NEUTRALIZED.
#¤$*!
CLANG
THE GAS WILL PRODUCE UNCONSCIOUSNESS.. AND PREVENT THE NIGHTCRAWLER FROM TELEPORTING TO SAFETY!
KOFF-KOFF
POLARIS CAN BE NEUTRALIZED THROUGH THE USE OF AN EQUAL AND OPPOSITE MAGNETIC FORCE.
ALEX!
LORNA!! LET HER GO YOU!
NNNHS FORCE BEAM BLASTING ME!
WARNING! WARNING! THIS UNIT DETECTS A MUTANT OF IMMENSE POWER IN THE VICINITY!
IT MUST BE LOCATED AND NEUTRALIZED!
NOT TODAY!
WARNING! WARNING! UNIDENTIFIED MUTANT OF GREATER POWER THAN--
SKREEAWRK!
MEIN... GOTT!
I DON'T BELIEVE IT. JEAN SKRAGGED 'EM ALL WITHOUT WORKING UP A SWEAT!
IT'S EASY WHEN YOU KNOW HOW!

"SOON...

WE MUST HAVE A CONFERENCE WITH THE PROFESSOR AT ONCE. ALL OF US.

WHY?

JEAN... YOU REALLY SAVED OUR TAIL FEATHERS THIS TIME.

BECAUSE, SHORT STUFF, IF THE SENTINELS ARE BACK IN ACTION, WE'RE ALL IN TROUBLE. WE'VE GOT TO FIND OUT WHO'S BEHIND THEM THIS TIME!

THAT'S WHAT FRIENDS ARE FOR, BLONDIE!

I'LL SEE *YOU* LATER! IT'S SUCH A NICE NIGHT, I'M GOING TO FLY MYSELF BACK TO THE MANSION.

BE CAREFUL!

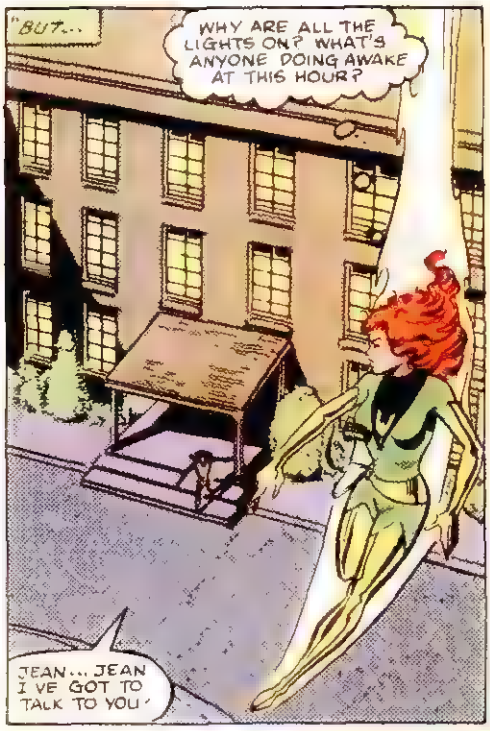
"PHOENIX DOES NOT MAKE A CONSCIOUS DECISION TO FLY INTO SPACE, BUT IT IS SUCH A BEAUTIFUL NIGHT...

"... THAT IT SEEMS COMPLETELY NATURAL.

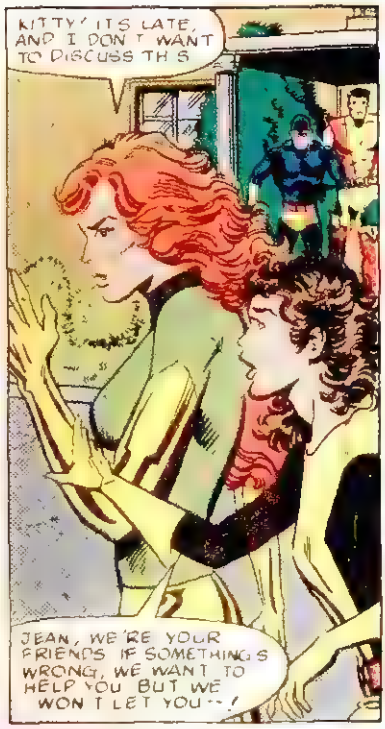
... THAT BATTLE WITH THE SENTINELS TOOK MORE OUT OF ME THAN I WAS WILLING TO ADMIT! I NEED SOMETHING TO REPLENISH MY STRENGTH... I CRAVE NOURISHMENT

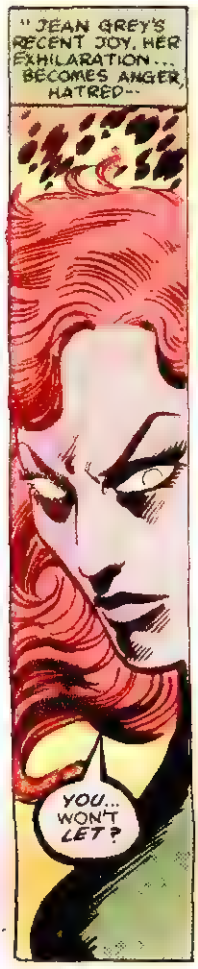
SURELY NO ONE WILL MIND IF I CONSUME ONE VERY SMALL STAR, WITH NO INHABITED PLANETS. WHO'LL MISS IT? WHO'LL EVER KNOW?

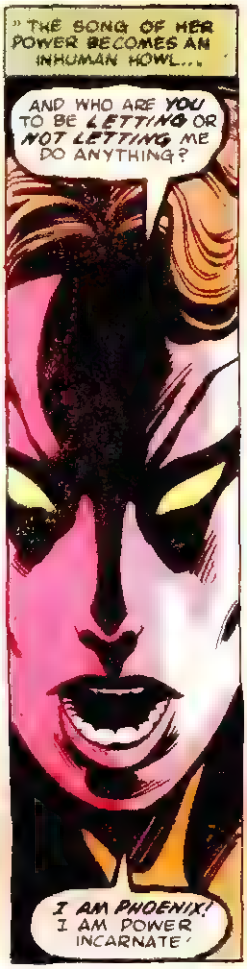
"RETURNING TO EARTH, PHOENIX FEELS HAPPY AND TRULY FULFILLED FOR THE FIRST TIME SINCE THE PHOENIX POWER MANIFESTED ITSELF AGAIN. HER POWER IS A SONG WITHIN HER...


"BUT...
WHY ARE ALL THE LIGHTS ON? WHAT'S ANYONE DOING AWAKE AT THIS HOUR?
JEAN... JEAN I'VE GOT TO TALK TO YOU!

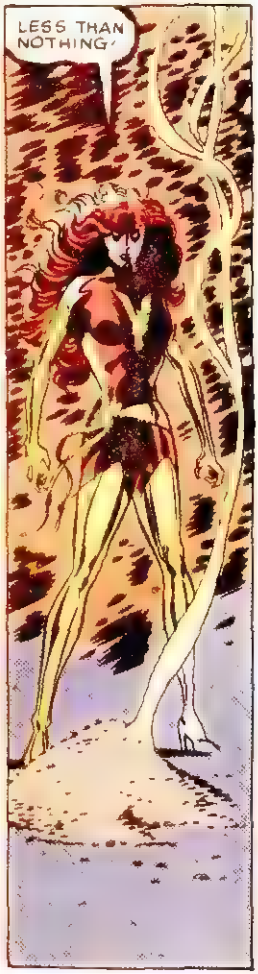
PROFESSOR XAVIER HAS BEEN MONITORING YOU TELEPATHICALLY. HE KNOWS WHAT YOU DID!
JEAN, HOW COULD YOU DO THAT? YOU DESTROYED ANOTHER STAR!


KITTY! IT'S LATE, AND I DON'T WANT TO DISCUSS THIS
JEAN, WE'RE YOUR FRIENDS. IF SOMETHING'S WRONG, WE WANT TO HELP YOU. BUT WE WON'T LET YOU--!

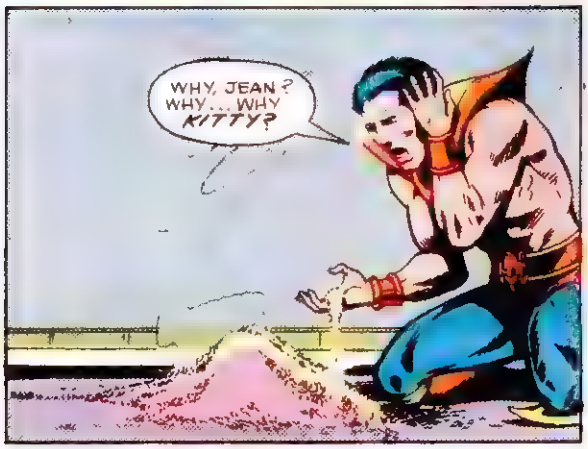

"JEAN GREY'S RECENT JOY, HER EXHILARATION... BECOMES ANGER, HATRED--
YOU... WON'T LET?

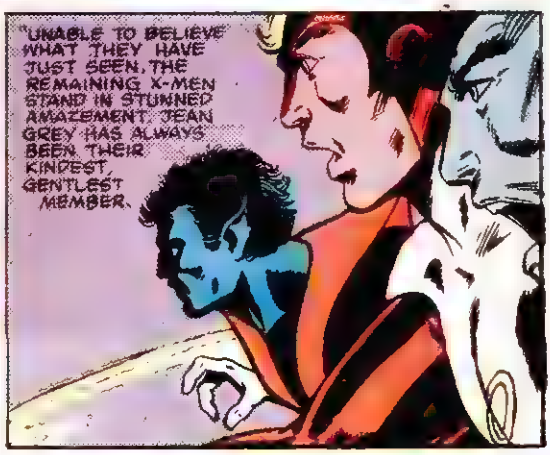

"THE SONG OF HER POWER BECOMES AN INHUMAN HOWL...
AND WHO ARE YOU TO BE LETTING OR NOT LETTING ME DO ANYTHING?
I AM PHOENIX! I AM POWER INCARNATE!

YOU ARE NOTHING
YUUAARK!


LESS THAN NOTHING!

JEAN, NO!!
MY...GOD
JEANNIE?
KITTY?


WHY, JEAN? WHY...WHY KITTY?


UNABLE TO BELIEVE WHAT THEY HAVE JUST SEEN, THE REMAINING X-MEN STAND IN STUNNED AMAZEMENT. JEAN GREY HAS ALWAYS BEEN THEIR KINDEST, GENTLEST MEMBER.

NO... NO. JEAN YOU COULDN'T HAVE... YOU JUST COULDN'T.

JEAN... CHILD I KNOW YOU'RE NOT REALLY RESPONSIBLE FOR WHAT HAS HAPPENED BUT IT MUST STOP HERE. I CANNOT LET YOU GO ON AFTER WHAT YOU HAVE DONE.
I'M SORRY.
I'M NOT.

DO YOU REALIZE WHAT YOU'RE FACING? THE PSYCHIC LOBOTOMIZER OF THE SHI'AR ONLY AFFECTED THE MUTANT AREAS OF YOUR BRAIN! I...COULD DESTROY YOUR ENTIRE MIND AND ROB YOU OF INTELLIGENCE...FOREVER!

YOU COULD TRY.

VERY WELL.

I HELPED YOU THE LAST TIME YOU TRIED TO CONTAIN ME. THIS TIME I WON'T.

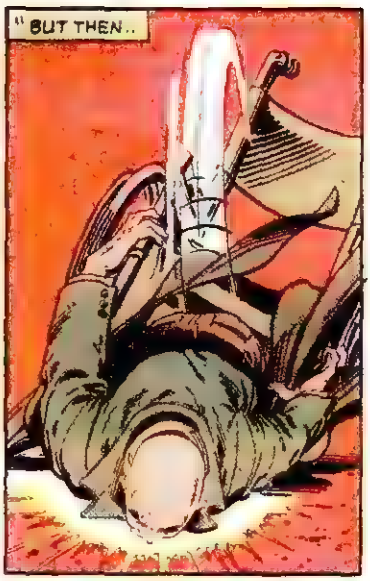
"PHOENIX WAS AN ENTITY OF LIGHT --ONE OF THE MIGHTIEST FORCES OF THE UNIVERSE CHANNELED THROUGH A HUMAN WOMAN.
"DARK PHOENIX IS A DESTROYER. SHE HAS NO HUMANITY AND IS UNTEMPERED BY LOVE OR COMPASSION.

"THIS IS A BATTLE OF WILLS... A CONFLICT OF MINDS...

"... CHILL, TENSION-FILLED, MOMENTS SLOWLY TICK BY...

"TOO LATE, CHARLES XAVIER REALIZES THAT SHE IS ONLY TOYING WITH HIM...

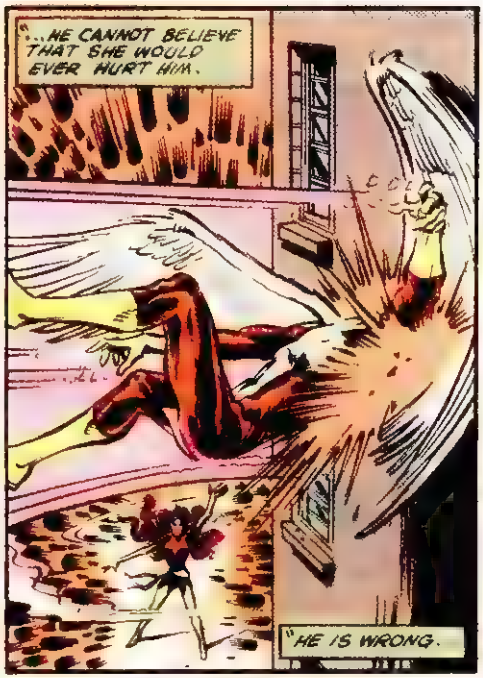
"... AND HE KNOWS AT LAST WHICH FORCE HAS BEEN SECRETLY TAMPERING WITH HIS MIND...

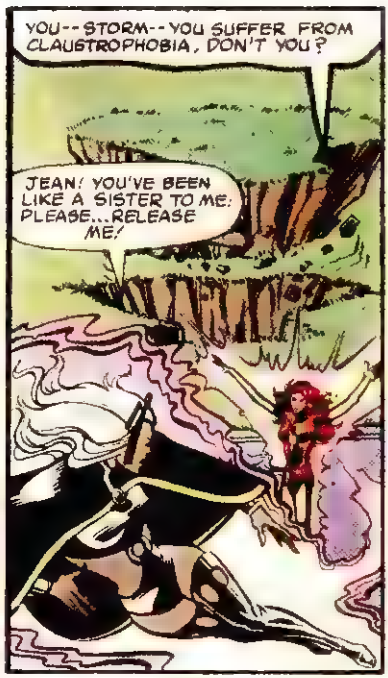

"BUT THEN..

OLD MAN! YOU LET LILANDRA STRIP ME OF MY TELEPATHIC ABILITIES! IT WAS AS IF SOMEONE HAD STIFLED ALL OF MY SENSES AND TURNED ME INTO A VEGETABLE!
I'VE RETURNED THE FAVOR. I HOPE YOU ENJOY IT!
NOW, WHO WANTS TO BE NEXT?

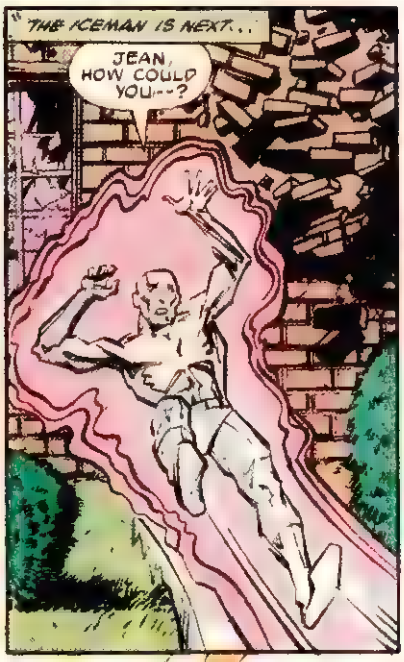
ANGEL. EH?
JEAN. PLEASE LISTEN TO ME!
"WARREN WORTHINGTON IS ONE OF JEAN GREY'S OLDEST AND DEAREST FRIENDS...

"HE WANTS ONLY TO REASON WITH HER. EVEN WITH ALL HE'S SEEN HER DO...
JEAN?
...EVEN WHEN HE FEELS HIS OWN BODY SEIZED BY A WAVE OF TELEKINETIC FORCE...


...HE CANNOT BELIEVE THAT SHE WOULD EVER HURT HIM.
"HE IS WRONG.

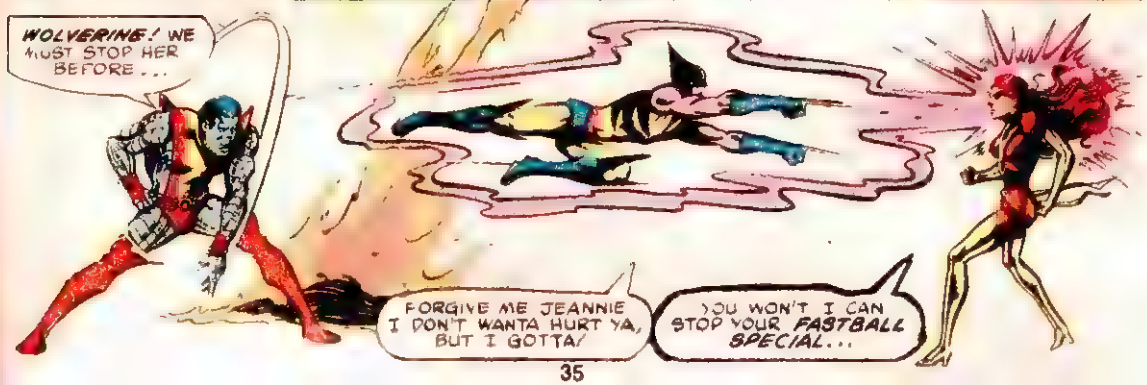

YOU--STORM--YOU SUFFER FROM CLAUSTROPHOBIA, DON'T YOU?
JEAN! YOU'VE BEEN LIKE A SISTER TO ME. PLEASE...RELEASE ME!

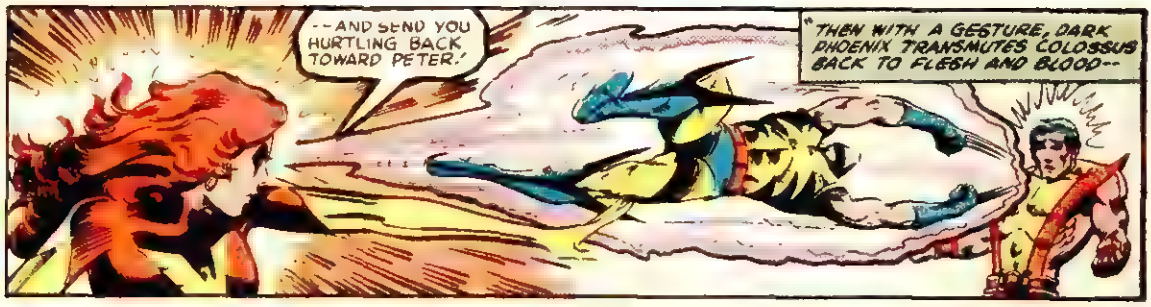
GOOD-BYE "SISTER"!
NO, JEAN! PLEASE DON'T BURY ME ALIVE! ANYTHING BUT THIS...
DON'T WORRY.. THE WEIGHT ABOVE YOU SHOULD SUFFOCATE YOU LONG BEFORE YOUR FEAR BECOMES TOO UNBEARABLE! BYE


"THE ICEMAN IS NEXT...
JEAN, HOW COULD YOU--?

YOU WERE SUCH A NICE BOY BOBBY. LIKE A LITTLE BROTHER TO THE REST OF US.
KRASH
REST IN PEACE.

NIGHTCRAWLER, YOU'VE ALWAYS PRIDED YOURSELF ON LOOKING LIKE A DEMON. ENJOY YOUR TASTE OF HELLFIRE!

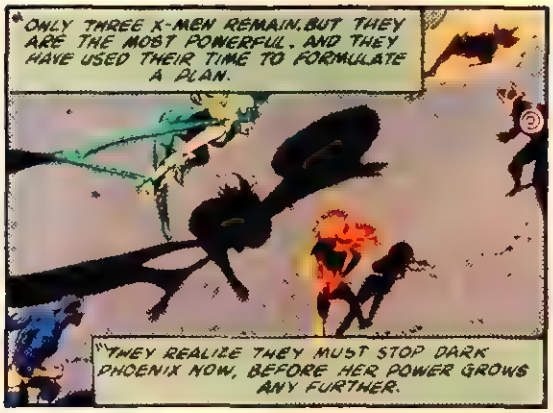

WOLVERINE! WE MUST STOP HER BEFORE...
FORGIVE ME JEANNIE I DON'T WANTA HURT YA, BUT I GOTTA!
YOU WON'T I CAN STOP YOUR FASTBALL SPECIAL...

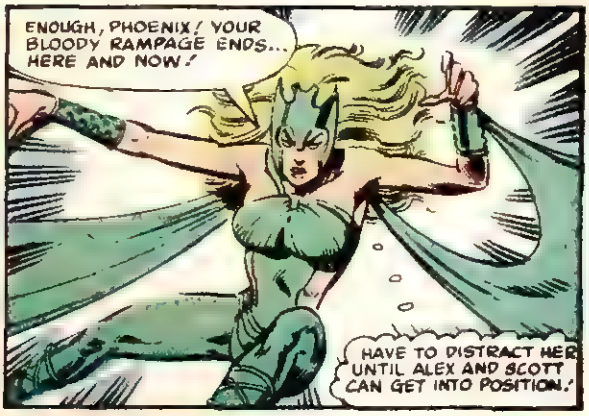

--AND SEND YOU HURTLING BACK TOWARD PETER!
"THEN WITH A GESTURE, DARK PHOENIX TRANSMUTES COLOSSUS BACK TO FLESH AND BLOOD--

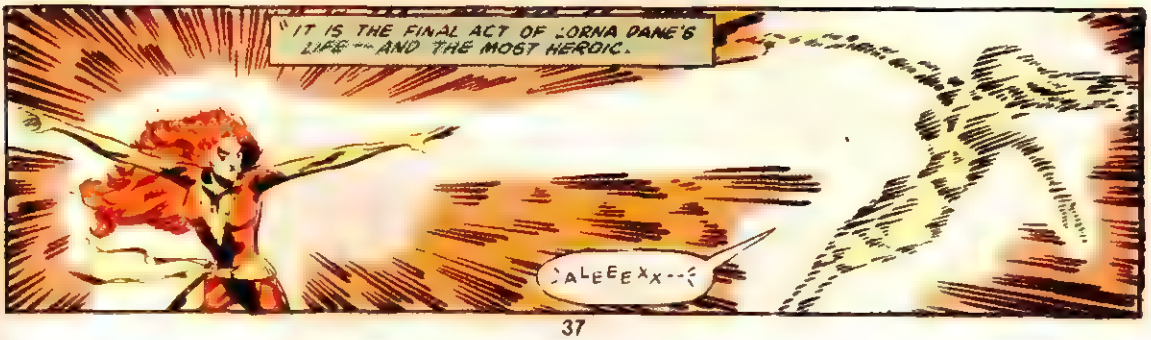
--LEAVING HIM DEFENSELESS.
PETE, LOOK OUT I--!
CHUK

PETEY!!!
OH, GOD!

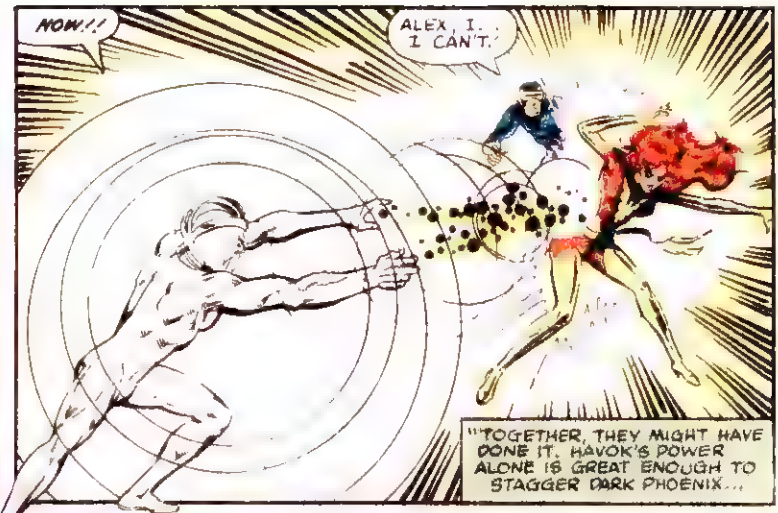
"WOLVERINE IS GIVEN SEVERAL SECONDS TO FULLY REALIZE WHAT HE HAS DONE. THEN HE, TOO, IS DRAGGED INTO NIGHT-CRAWLER'S FLAMING PYRE. HE DOES NOT STRUGGLE, OR ATTEMPT TO SAVE HIMSELF.


"ONLY THREE X-MEN REMAIN. BUT THEY ARE THE MOST POWERFUL. AND THEY HAVE USED THEIR TIME TO FORMULATE A PLAN.
"THEY REALIZE THEY MUST STOP DARK PHOENIX NOW, BEFORE HER POWER GROWS ANY FURTHER.


ENOUGH, PHOENIX! YOUR BLOODY RAMPAGE ENDS... HERE AND NOW!
HAVE TO DISTRACT HER UNTIL ALEX AND SCOTT CAN GET INTO POSITION!

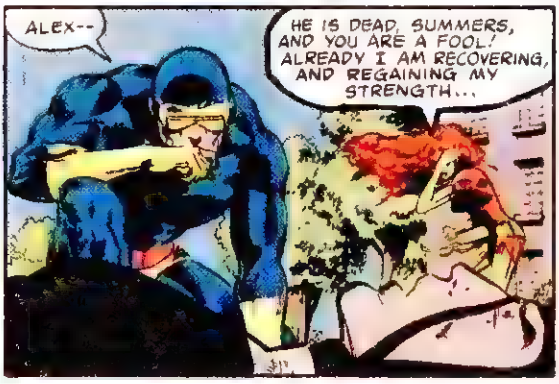

"IT IS THE FINAL ACT OF LORNA DANE'S LIFE -- AND THE MOST HEROIC.
ALEEEXX--!

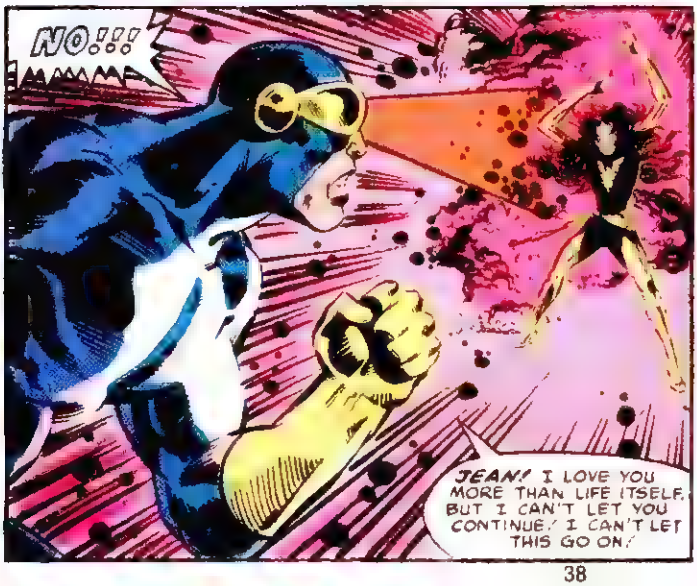
SCOTT, IT'S UP TO US! PHOENIX MUST DIE!
LORNA!

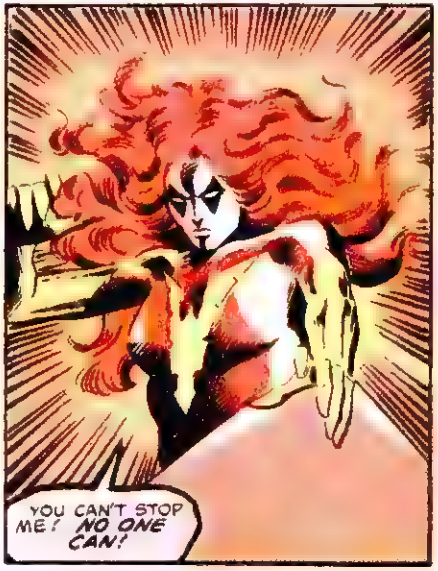

NOW!!!
ALEX, I... I CAN'T.
"TOGETHER, THEY MIGHT HAVE DONE IT. HAVOK'S POWER ALONE IS GREAT ENOUGH TO STAGGER DARK PHOENIX...

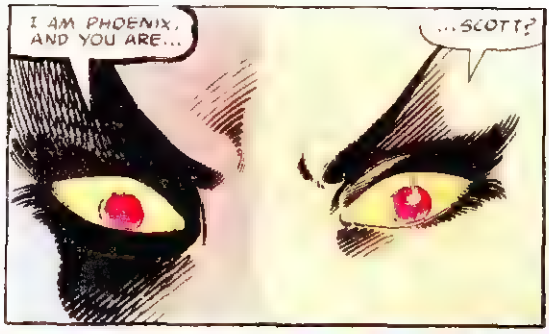
"... BUT IT DOES NOT DESTROY HER. INSTEAD...
ALEX!!

OH, GOD...
WE ALMOST DID IT, SCOTTY. WE ALMOST HAD HER. WHY DID YOU HESITATE?


ALEX--
HE IS DEAD, SUMMERS, AND YOU ARE A FOOL! ALREADY I AM RECOVERING, AND REGAINING MY STRENGTH...

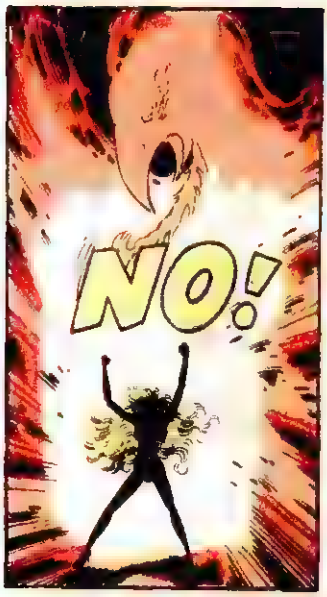

NO!!!
JEAN! I LOVE YOU MORE THAN LIFE ITSELF, BUT I CAN'T LET YOU CONTINUE! I CAN'T LET THIS GO ON!


YOU CAN'T STOP ME! NO ONE CAN!


I AM PHOENIX, AND YOU ARE...
...SCOTT?

SCOTT, WHAT HAVE I DONE? WHAT HAVE I ... BECOME?

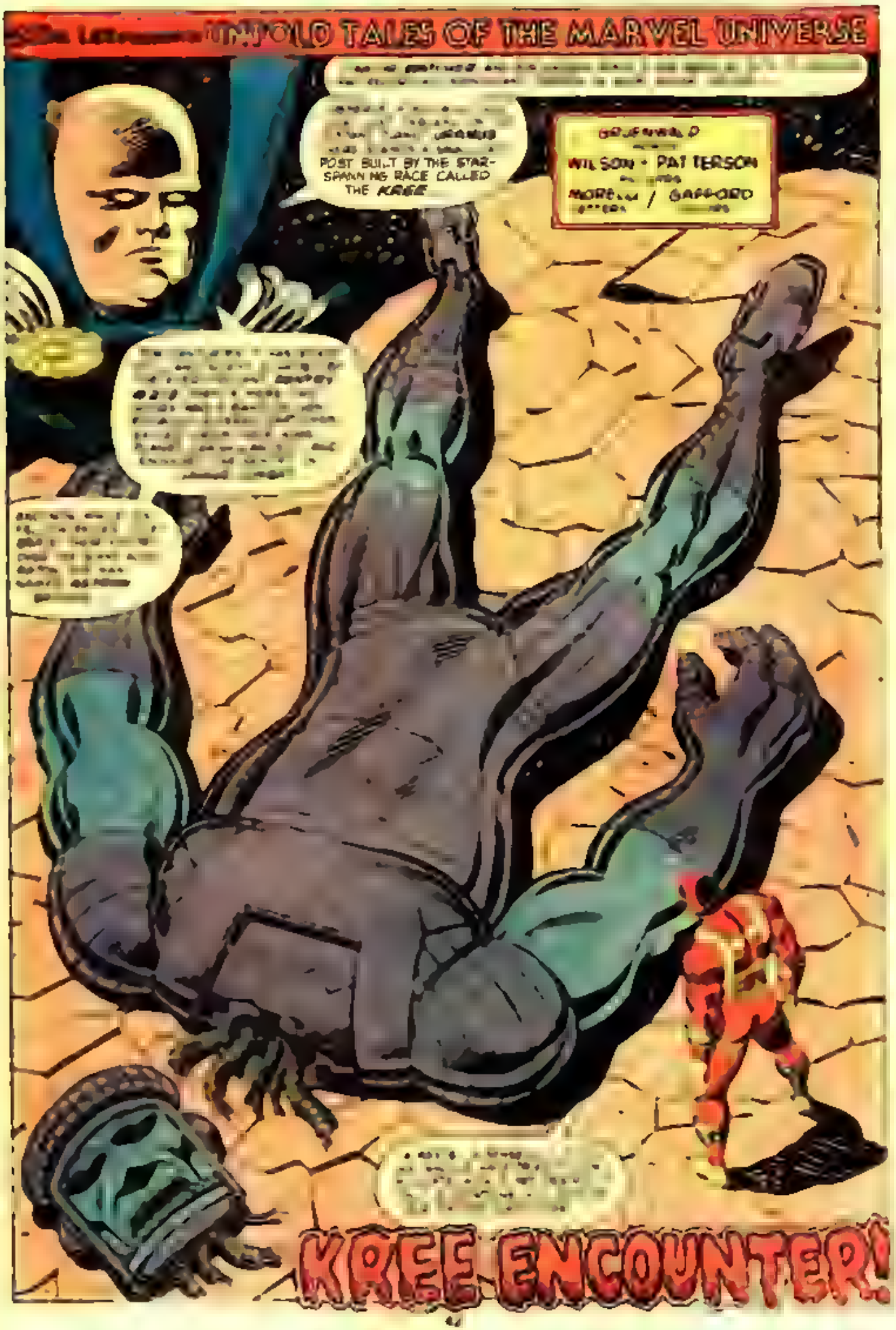
NNNOOOOO!!
"IN JEAN GREY'S MOMENT OF ANGUISH, THE PHOENIX POWER ENGULFS HER...


NO!

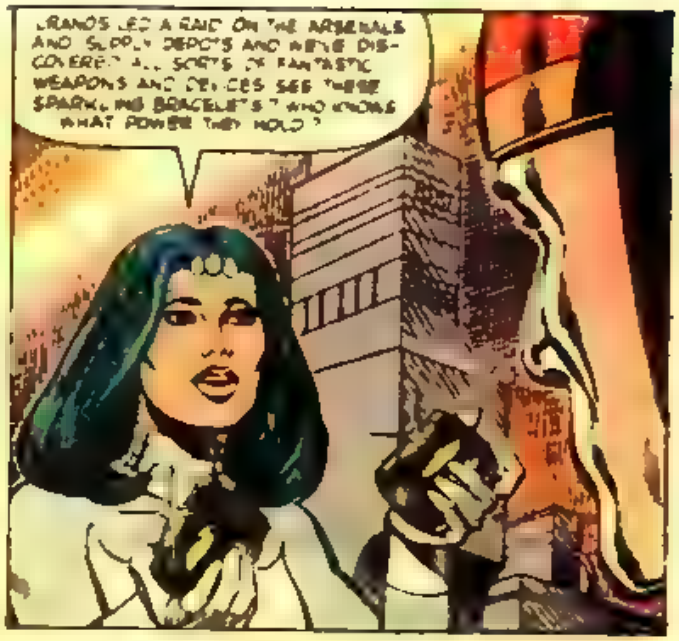
NO!
"...AND IT CONTINUES TO SPREAD AND GROW UNTIL IT ENGULFS THE ENTIRE CITY...

"...AND THE EARTH ITSELF
"AND STILL IT DOES NOT STOP, BUT CONTINUES TO GROW...EXPANDING EVER OUTWARD, ACROSS THE UNIVERSE...

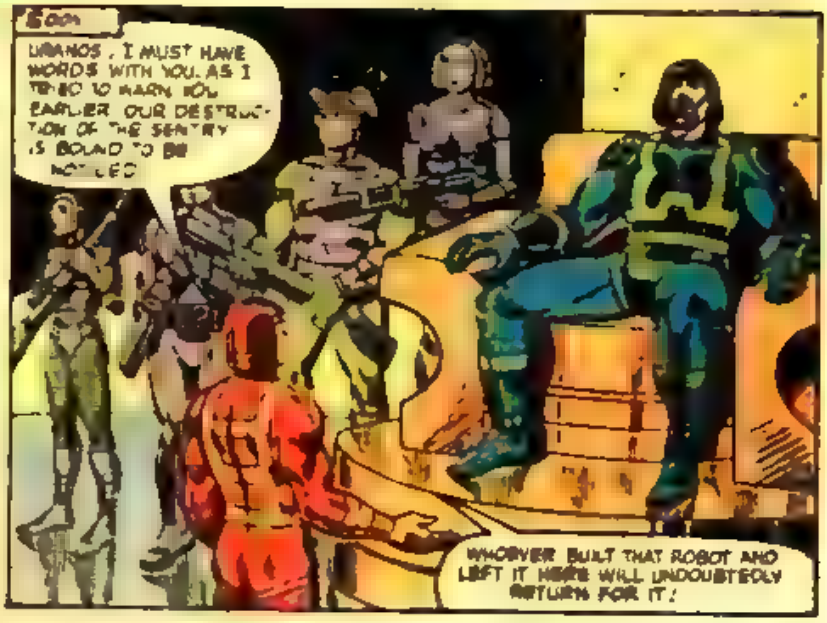
...DESTROYING EVERYTHING IN ITS PATH.
WHAT HAPPENED IN YOUR UNIVERSE, WHEN JEAN GREY WILLINGLY GAVE HER LIFE, WAS A TRAGEDY...
WHAT HAPPENS IN THIS ALTERNATE REALITY IS PERHAPS WORSE! BUT, I NEITHER JUDGE NOR CONDEMN. I ONLY OBSERVE!
FOR I AM THE WATCHER!
THE END.


UNTOLD TALES OF THE MARVEL UNIVERSE
POST BUILT BY THE STAR-SPANNING RACE CALLED THE KREE
WILSON • PATTERSON
MORELLI / GAFFORD
KREE ENCOUNTER!

I TRIED TO STOP THEM BUT OUR MAD LEADER URANOS LED THEM ON HIM. CURSE THE DAY I CAST MY LOT WITH HIM!
ASTRON - ASTRON LOOK WHAT I HAVE


URANOS LED A RAID ON THE ARSENALS AND SUPPLY DEPOTS AND WE'VE DISCOVERED ALL SORTS OF FANTASTIC WEAPONS AND DEVICES. SEE THESE SPARKLING BRACELETS? WHO KNOWS WHAT POWER THEY HOLD?

WHY BE DOUBT MY LOVE?
I MUST SPEAK WITH URANOS
I MUST TRY AGAIN TO STOP HIM BEFORE WE ALL SUCCUMB TO HIS MADNESS


SOON
URANOS, I MUST HAVE WORDS WITH YOU. AS I TRIED TO WARN YOU EARLIER, OUR DESTRUCTION OF THE SENTRY IS BOUND TO BE NOTICED
WHOEVER BUILT THAT ROBOT AND LEFT IT HERE WILL UNDOUBTEDLY RETURN FOR IT!

AND TO JUDGE BY THIS COMPLEX, THIS BUILDERS WILL BE MOST FORMIDABLE
ASTRON -- YOU'RE A SNIVELLING COWARD! THE WEAPONS HERE -- ADDED TO OUR ALREADY AWESOME ABILITIES -- MAKE US MORE THAN A MATCH FOR ANY FOE IN THE UNIVERSE!

AND BY THE TIME ANYONE ARRIVES TO INVESTIGATE, WE'LL BE LONG GONE FROM THIS STINKING ICEBALL
WHAT DO YOU MEAN?!
WE ARE GOING TO BUILD A SHIP TO CARRY US BACK TO EARTH!

AND ONCE WE GET BACK TO THE PLANET THAT SPAWNED US, WE WILL USE OUR NEW-FOUND TECHNOLOGY TO DESTROY OUR BRETHREN WHO DARED SEND US INTO EXILE!

ASTRON MAKES NO REPLY. URANOS IS CLEARLY THE LEADER OF THE EXILES AND IT WILL BE HIS WILL THAT PREVAILS.

MONTHS PASS, AND ALL BUT A MERE HANDFUL LEND THEIR ENERGIES TO THE ENORMOUS TASK OF CONSTRUCTING A SPACECRAFT FROM SALVAGED MATERIALS...

FINALLY...

ACCORDING TO CHIEF ENGINEER ARLOK, OUR SHIP IS AT LAST SPACEWORTHY!

COME, MY PEOPLE--WE GO TO MEET OUR DESTINY!

WHAT YOU ARE DOING IS WRONG, URANOS. I SHALL NOT ACCOMPANY YOU!

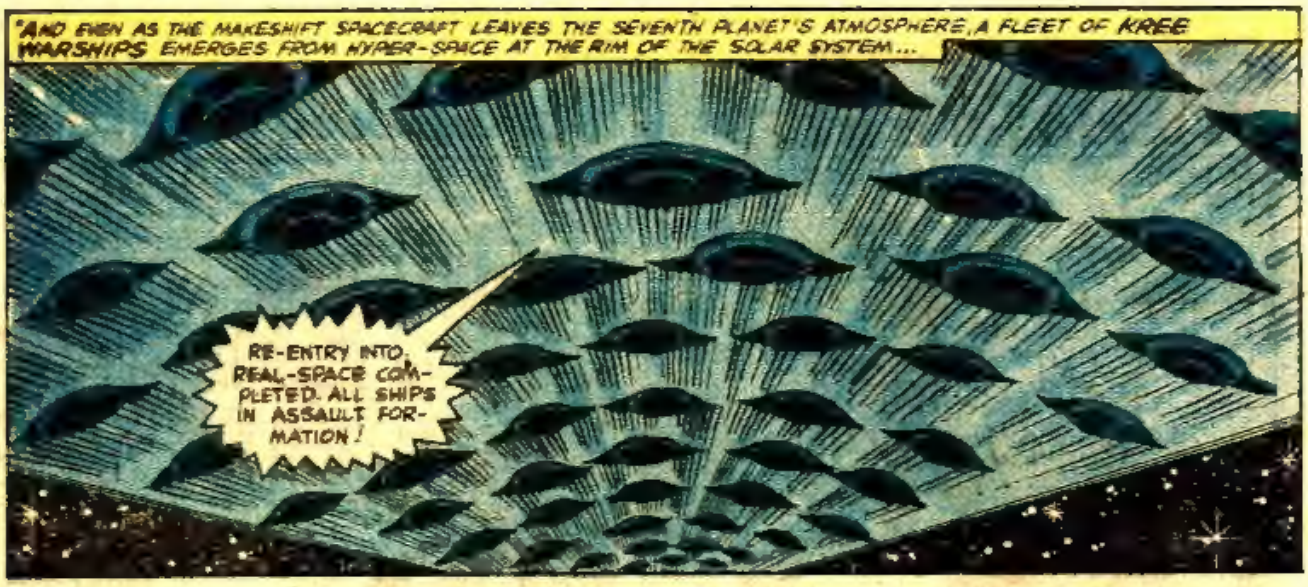
PRESUMPTUOS CRETIN! DID YOU THINK I WAS GOING TO ALLOW YOU?!

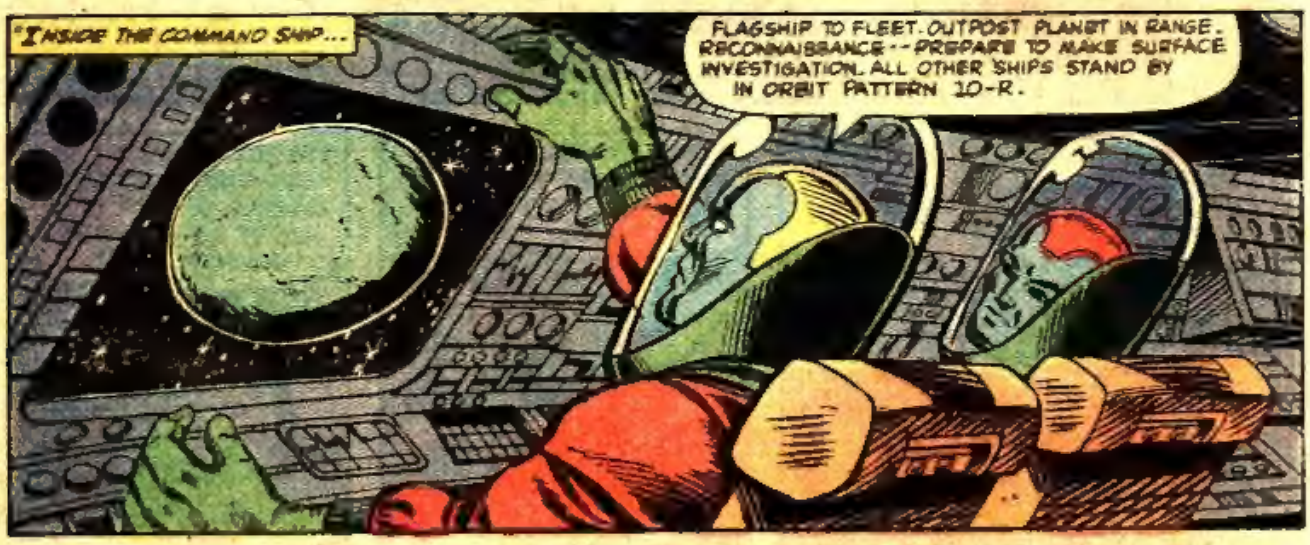
YOU AND YOUR THREE PATHETIC SYMPATHIZERS SHALL REMAIN HERE IN EXILE FOREVER!

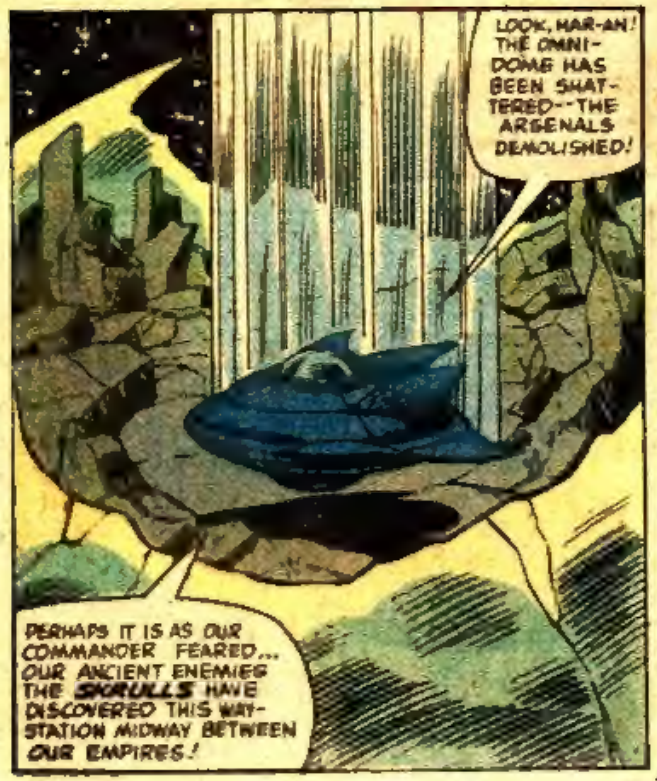
GIVE MY REGARDS TO THE BEINGS WHO COME TO INVESTIGATE THE BROKEN SENTRY! HAHA-HA!

VOOSH

COURAGE, MY LOVE! WE SHALL SURVIVE AND PROSPER, AND MAKE THIS WORLD A PLACE OF PEACE!


"AND EVEN AS THE MAKESHIFT SPACECRAFT LEAVES THE SEVENTH PLANET'S ATMOSPHERE, A FLEET OF KREE WARSHIPS EMERGES FROM HYPER-SPACE AT THE RIM OF THE SOLAR SYSTEM...
RE-ENTRY INTO REAL-SPACE COMPLETED. ALL SHIPS IN ASSAULT FORMATION!


"INSIDE THE COMMAND SHIP...
FLAGSHIP TO FLEET. OUTPOST PLANET IN RANGE. RECONNAISSANCE--PREPARE TO MAKE SURFACE INVESTIGATION. ALL OTHER SHIPS STAND BY IN ORBIT PATTERN 10-R.


LOOK, HAR-AN! THE OMNI-DOME HAS BEEN SHATTERED--THE ARSENALS DEMOLISHED!
PERHAPS IT IS AS OUR COMMANDER FEARED... OUR ANCIENT ENEMIES THE SKRULLS HAVE DISCOVERED THIS WAY-STATION MIDWAY BETWEEN OUR EMPIRES!

SO IT'S UP TO US TO DETERMINE WHETHER THE DEVASTATION WAS WROUGHT BY SKRULLIAN HANDS!
SCANNERS SHOW NO LIFE-READINGS IN THE VICINITY, SKRULL OR OTHERWISE!
STILL THE DESTRUCTION LOOKS RECENT IN--AO-TAR, LOOK!

SENTRY #213! ITS HEAD HAS BEEN SHEARED CLEAN OFF ITS BODY!

ODD, ISN'T IT? THE ENTIRE BASE HAS BEEN RANSACKED, STRIPPED CLEAN... BUT THE SENTRY HAS NOT BEEN TOUCHED! WHY WOULD THE SKRULLS LEAVE BEHIND OUR GREATEST OF TECHNOLOGICAL ACHIEVEMENTS?

"MEANWHILE, ABOVE...

TALOS TO FLAGSHIP. WE'VE JUST PICKED UP AN OBJECT MOVING AT ONE-TENTH LIGHT-SPEED!

IT APPEARS TO BE A SPACECRAFT.

TALOS, THIS IS FLAGSHIP. ARE YOU CERTAIN IT IS BUT ONE SHIP? WE WERE EXPECTING THE WHOLE SKRULL ARMADA.

JUST ONE SHIP, SIR.

VERY WELL, REROUTE FLEET IN PURSUIT PATTERN.

"AT THAT MOMENT ON THE OTHER SIDE OF THE WORLD...

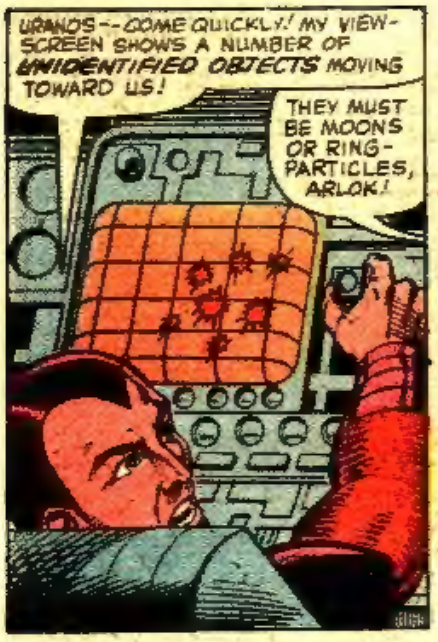
ASTRON, LOOK! THE ALIEN SHIPS SEEM TO BE LEAVING!

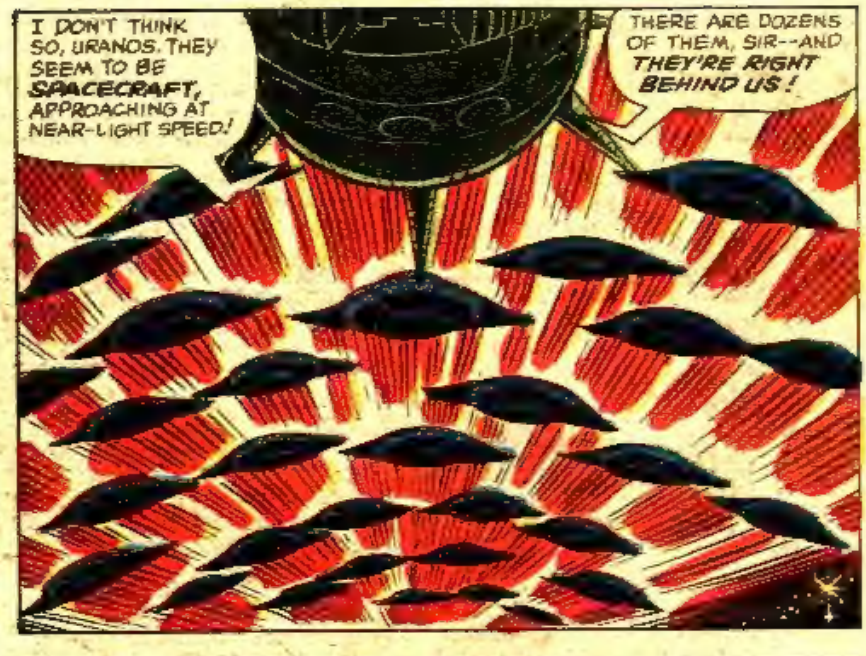
PERHAPS WE HAVE ESCAPED DETECTION, MY FRIENDS.

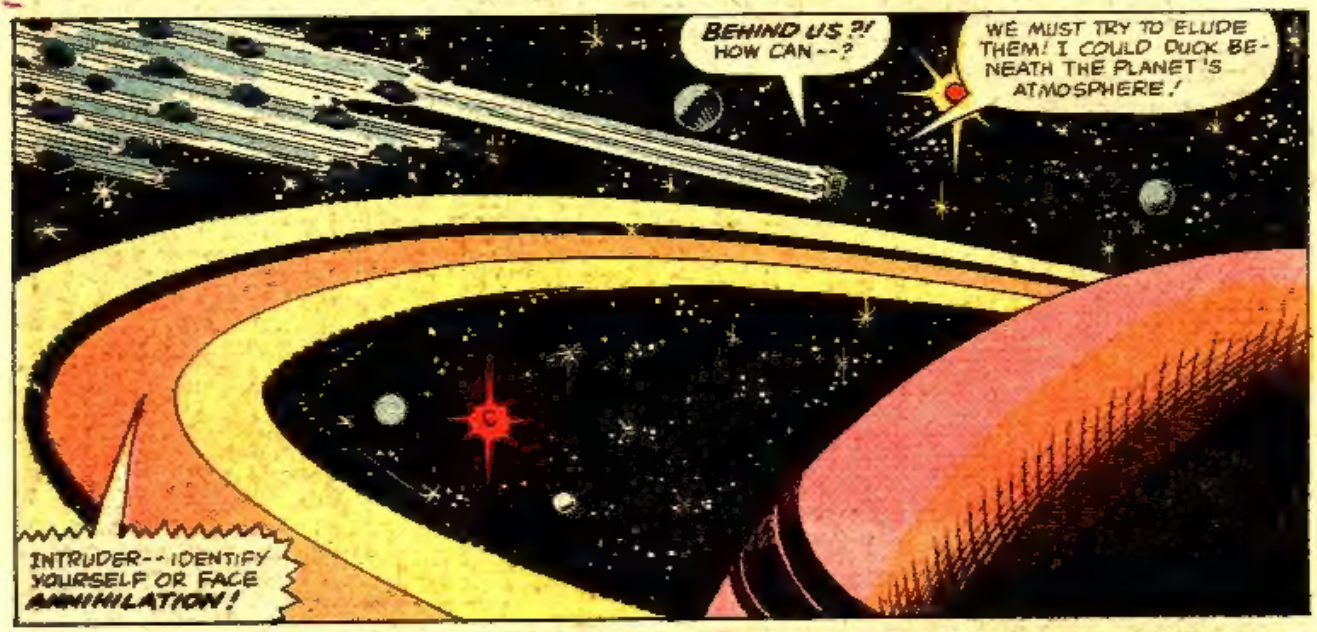
"OBLIVIOUS TO EVENTS TRANSPIRING ABOUT THE WORLD THEY LEFT BEHIND...

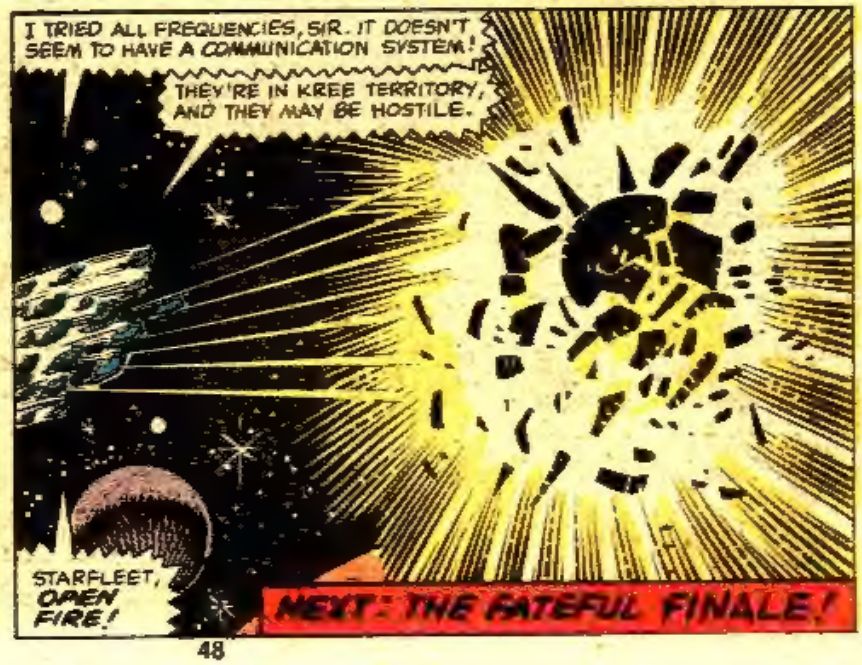
URANOS—WE APPROACH A RINGED PLANET!

PRESS ONWARD, ARLOK, ONWARD! WE ARE NOT HERE TO SIGHTSEE!









NEXT: THE FATEFUL FINALE!